SCHEME DOCUMENT
DATED 29 APRIL 2022

THIS SCHEME DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

mapletree
north asia commercial

MAPLETREE NORTH ASIA COMMERCIAL TRUST
(Constituted in the Republic of Singapore pursuant to a Trust Deed dated 14 February 2013 (as amended))
Managed by **MAPLETREE NORTH ASIA COMMERCIAL TRUST MANAGEMENT LTD.**
(Registration No: 201229323R)



THE PROPOSED MERGER OF

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commercial

+

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IMPORTANT DATES AND TIMES

(A) EXTRAORDINARY GENERAL MEETING ("EGM")		(B) TRUST SCHEME MEETING[1]	
The MNACT Trust Deed Amendments		**The Merger of MCT and MNACT by Way of a Trust Scheme of Arrangement**	
Last date and time for pre-registration (EGM)	Friday, 20 May 2022 at 2.30 p.m.	**Last date and time for pre-registration (Trust Scheme Meeting)**	Friday, 20 May 2022 at 2.30 p.m.
Last date and time for lodgement of Proxy Form A (EGM)	Friday, 20 May 2022 at 2.30 p.m.	**Last date and time for lodgement of Proxy Form B (Trust Scheme Meeting)**	Friday, 20 May 2022 at 3.00 p.m.
Date and time of EGM	Monday, 23 May 2022 at 2.30 p.m.	**Date and time of Trust Scheme Meeting**	Monday, 23 May 2022 at 3.00 p.m. (or as soon thereafter following the conclusion of the EGM, whichever is later)

The EGM and Trust Scheme Meeting will be convened and held by way of electronic means[2]

(1) The Trust Scheme Meeting will only be convened if the MNACT Trust Deed Amendments Resolution is passed at the EGM.

(2) As a precautionary measure due to the constantly evolving COVID-19 situation in Singapore, MNACT Unitholders and persons (including CPFIS Investors and SRS Investors) who hold MNACT Units through a Relevant Intermediary will not be able to physically attend the EGM and/or the Trust Scheme Meeting in person. Instead, alternative arrangements have been put in place to allow MNACT Unitholders and such persons to participate in the EGM and/or the Trust Scheme Meeting. MNACT Unitholders should refer to MNACT's website at www.mapletreenorthasiacommercialtrust.com and SGXNET for further information on the EGM and Trust Scheme Meeting.

Your Vote Counts. Please vote by submitting your proxy forms.

Sole Financial Adviser to the MNACT Manager

HSBC

The Hongkong and Shanghai Banking Corporation Limited, Singapore Branch

Independent Financial Adviser to the MNACT Independent Directors and the MNACT Trustee

Deloitte & Touche Corporate Finance Pte Ltd

(Pre-registration for EGM and Trust Scheme Meeting)

(Scheme Document)

If you are in any doubt about this Scheme Document or to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

The Singapore Exchange Securities Trading Limited ("**SGX-ST**") assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Scheme Document.

No printed copies of this Scheme Document will be despatched to unitholders of MNACT ("**MNACT Unitholders**") unless upon request. Instead, only printed copies of the Notice of EGM, the Notice of Trust Scheme Meeting and the proxy forms have been despatched to MNACT Unitholders.

If you have sold or transferred all or any of your units in MNACT, you should immediately inform the purchaser or transferee or the bank, stockbroker or agent through whom the sale or transfer was effected for onward notification to the purchaser or transferee, that this Scheme Document (together with the Notice of EGM, Notice of Trust Scheme Meeting and the accompanying proxy forms) may be accessed at MNACT's website at www.mapletreenorthasiacommercialtrust.com and SGXNET.

This section is qualified in its entirety by, and should be read in conjunction with, the full text of this Scheme Document.

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Transformative Merger Combining Strength and Growth

mapletree commercial

Largest pure-play Singapore commercial REIT with longstanding track record in delivering stable returns to unitholders

Strength

mapletree north asia commercial

First and only North Asia focused REIT listed in Singapore, with properties in key gateway markets including China, Hong Kong SAR(1), Japan and South Korea

Growth

The Merged Entity will be renamed:

MAPLETREE PAN ASIA COMMERCIAL TRUST ("MPACT")

mapletree pan asia commercial


MBC I & II, Singapore


VivoCity, Singapore


mTower, Singapore

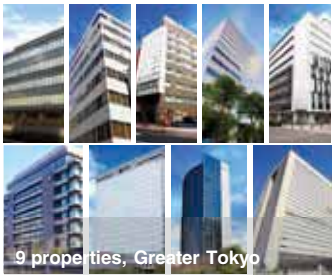

Mapletree Anson, Singapore


MLHF, Singapore


Festival Walk, Hong Kong SAR


Gateway Plaza, Beijing


Sandhill Plaza, Shanghai


9 properties, Greater Tokyo


The Pinnacle Gangnam ("TPG"), Seoul

18 commercial properties(2) across five key gateway markets of Asia

S$17.1bn Assets under Management(3)

11.0m sq ft NLA(4)

97.2% Portfolio Occupancy(5)

2.5 years WALE(6)

Notes:

(1) Where "Hong Kong SAR" is mentioned, it refers to the Hong Kong Special Administrative Region ("SAR").
(2) This includes MNACT's 50.0% effective interest in TPG, which is held through a joint venture.
(3) Assets under Management ("AUM") are based on the latest available independent valuations. MCT and MNACT's AUM are as at 31 March 2022.
(4) Net Lettable Area ("NLA").
(5) Occupancy for the Merged Entity refers to the committed occupancy as at 31 March 2022 and is calculated on a pro forma basis.
(6) Weighted Average Lease Expiry ("WALE") by Gross Rental Income ("GRI") for the Merged Entity is based on the committed lease expiry dates (leases which have been renewed or re-let as at 31 March 2022) and GRI, calculated on a pro forma basis, as at 31 March 2022.

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Overview of the Transaction

Merger to be effected through the acquisition by MCT of all the issued and paid-up units of MNACT held by MNACT Unitholders by way of a trust scheme of arrangement ("Trust Scheme")

Scheme Consideration Options[1]

1 Scrip-Only Consideration

100% Consideration Units

0.5963 new MCT Units per MNACT Unit

OR

2 Cash-and-Scrip Consideration

84% Consideration Units

0.5009 new MCT Units per MNACT Unit

+

16% Cash Component

S$0.1912 in Cash per MNACT Unit

OR

3 Cash-Only Consideration

100% Cash

S$1.1949 in Cash per MNACT Unit

DEFAULT OPTION

MNACT Unitholders who do not make any election or fail to make a valid election for the Scrip-Only Consideration, Cash-and-Scrip Consideration or Cash-Only Consideration shall be deemed to have elected to receive the Cash-Only Consideration if the Trust Scheme becomes effective in accordance with its terms.

To fund the increase in cash requirement arising from the introduction of the Cash-Only Consideration option, the MCT Manager will undertake a pro-rata non-renounceable Preferential Offering.

The Scheme Issue Price of S$2.0039 of each Consideration Unit may not be equivalent to the market price of, nor reflective of the fair value[2] of, the Consideration Units at the Effective Date and/or Scheme Settlement Date. Each Consideration Unit may, depending on changing market conditions and sentiments, trade at a price which is above or below S$2.0039[3] being the issue price of each Consideration Unit.

The Scheme Consideration of S$1.1949[4] for all three options is in line with MNACT's NAV[5] per unit and implies a 1.0x P/NAV for MNACT

Permitted Distribution (Applies to All Three Options)

- MCT Manager and MNACT Manager shall be entitled to declare, make or pay distributions ("Permitted Distributions")[6] without any adjustments to the Scheme Consideration
- MCT Unitholders and MNACT Unitholders to continue receiving Permitted Distributions up to the day immediately before the Effective Date

Strong Commitment from Sponsor and Alignment with Unitholders

MIPL, as Sponsor of MCT and MNACT, demonstrates its conviction and support for the Merger and the Trust Scheme as well as its confidence in the long term value and articulated strategy of the Merged Entity

1. Sponsor has undertaken to subscribe for the Maximum Preferential Offering Units of up to S$2.2 billion at the issue price of S$2.0039[7] per MCT Unit. This will satisfy the additional cash requirement for the Cash-Only Consideration with no incremental debt financing and no increase in the maximum number of new MCT Units to be issued
2. Sponsor's undertaking to receive 100% Scrip-Only Consideration remains unchanged
3. Sponsor has agreed to a voluntary 6-month lock-up of its unitholdings in the Merged Entity[8]
   Sponsor's resultant stake in MPACT could range from 34.76%[9] to 57.09%[10], representing its conviction in the Merged Entity
4. Sponsor continues to support the MCT Manager's agreement to waive its acquisition fee entitlement
5. Sponsor supports the adoption of REIT management fee structure pegged to distributable income and DPU growth, which will promote closer alignment of interests with unitholders

Notes:

(1) Mapletree Investments Pte Ltd ("MIPL", or the "Sponsor"), as sponsor of MCT and MNACT, has provided an undertaking to elect to receive the Scrip-Only Consideration in respect of all its MNACT Units.

(2) Based on the Scheme Consideration which will be accounted accordingly in the financial statements of the MCT Group in compliance with its accounting policies.

(3) For reference, the closing price of a MCT Unit as at the Latest Practicable Date is S$1.87.

(4) The implied value of the Scrip-Only Consideration and the implied value of the Cash-and-Scrip Consideration of S$1.1949 is computed by multiplying the illustrative value of one new MCT Unit at the Scheme Issue Price of S$2.0039, which is determined by reference to the 1-day VWAP per MCT Unit as at the Last Trading Day immediately prior to the Joint Announcement Date, being 27 December 2021 ("Last Trading Day") (i) by 0.5963x under the Scrip-Only Consideration or (ii) by 0.5009x, plus the cash component of the Cash-and-Scrip Consideration of S$0.1912.

(5) Based on MNACT's NAV per unit as at 30 September 2021 and applying the following adjustments: (i) excludes MNACT's reported 1H FY21/22 DPU of 3.426 Singapore cents paid on 24 December 2021, and (ii) assumes valuation of MNACT's investment properties and joint venture held as at 30 September 2021 is based on valuation as at 31 October 2021 as announced on 31 December 2021.

(6) MNACT Unitholders and MCT Unitholders shall be entitled to receive and retain any permitted distributions declared by the respective managers in the ordinary course of business in respect of the period from 1 April 2021 (in the case of MNACT) or 1 October 2021 (in the case of MCT), up to the day immediately before the date on which the Trust Scheme becomes effective in accordance with its terms ("Effective Date").

(7) The issue price of S$2.0039 per MCT Unit under the Preferential Offering is the same as the Scheme Issue Price of each Consideration Unit of S$2.0039 (being the 1-day VWAP per MCT Unit as at the Last Trading Day).

(8) The lock-up period commences from the earlier of the date of completion of the Trust Scheme and the date of completion of the Preferential Offering until the date falling six (6) months after such date.

(9) Based on an aggregate of 5,427,244,574 units in the Merged Entity, assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration. This figure does not take into consideration any fees that may be payable in MCT Units or MNACT Units to the MCT Manager, the MNACT Manager or MNAPML (in its capacity as property manager of the MNACT Properties) prior to the Record Date.

(10) Based on an aggregate of 5,218,993,868 units in the Merged Entity, assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-Only Consideration and the relevant MIPL Entities subscribe for the Maximum Preferential Offering Units in full. This figure does not take into consideration any fees that may be payable in MCT Units or MNACT Units to the MCT Manager, the MNACT Manager or MNAPML (in its capacity as property manager of the MNACT Properties) prior to the Preferential Offering Record Date.

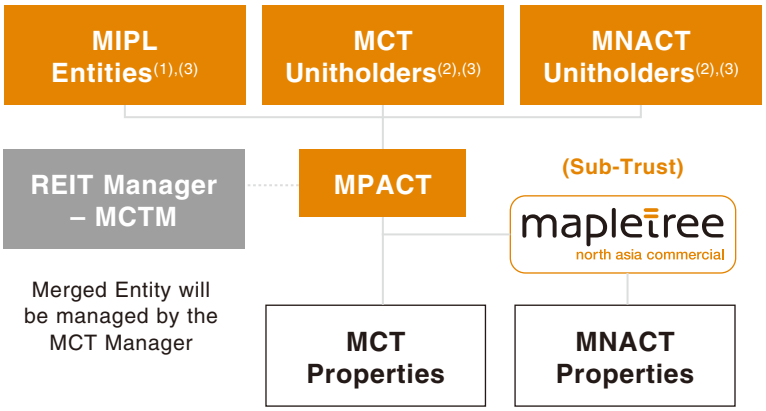
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Overview of the Merged Entity

Merged Entity's Investment Mandate

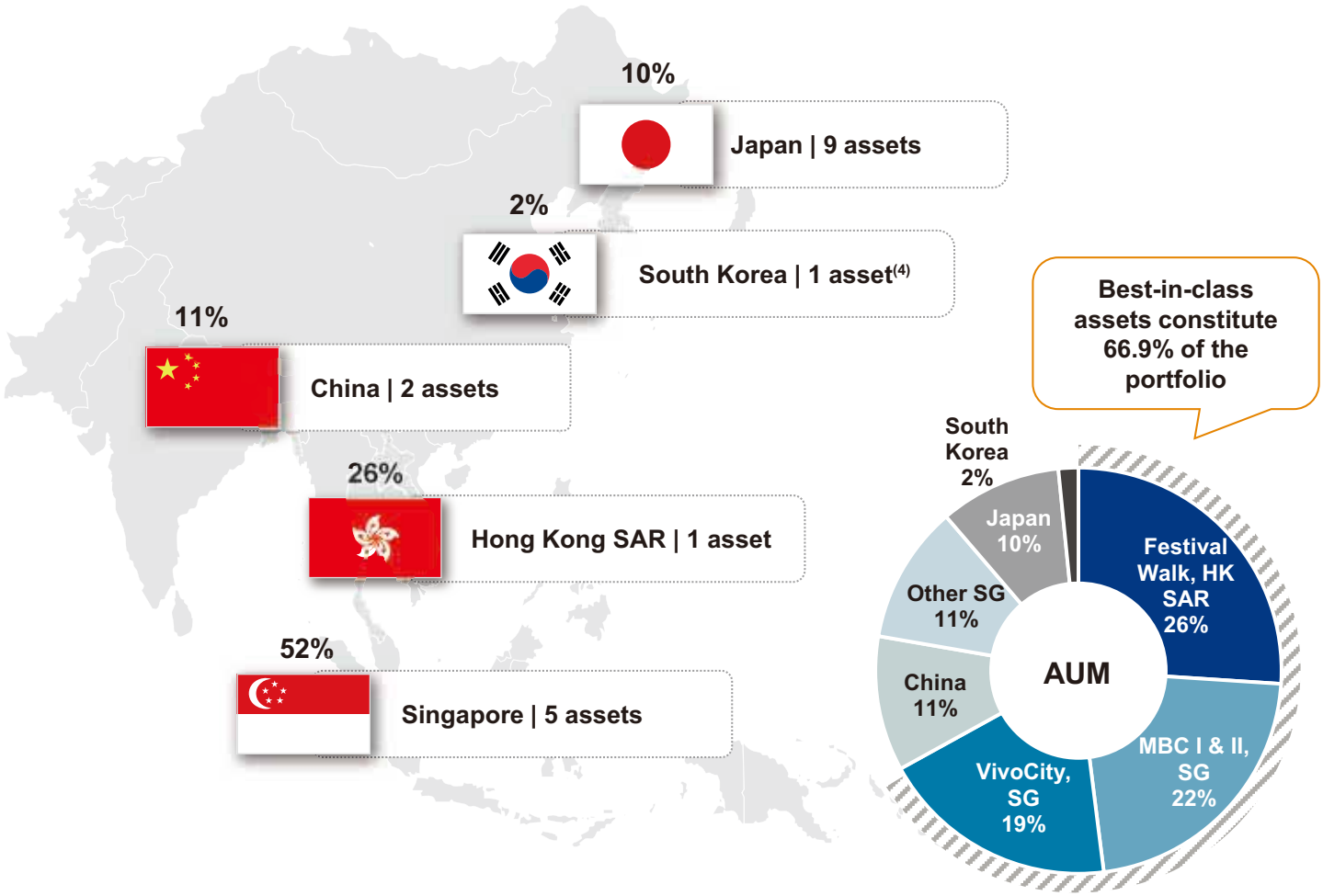
- ✓ Diversified portfolio of income-producing real estate used primarily for office and/or retail purposes, as well as real estate-related assets
- ✓ Expanded geographic scope to key gateway markets of Asia including but not limited to Singapore, China, Hong Kong SAR, Japan and South Korea

Merged Entity's Structure



Diversified and High Quality Portfolio Anchored by Best In Class Commercial Assets

Contribution by AUM of MPACT (%)



Notes:

(1) Before Merger, as at the Latest Practicable Date, the MIPL Entities held 32.61% interest (including indirect interest) in MCT, and 38.14% interest (including indirect interest) in MNACT.

(2) Before Merger, as at the Latest Practicable Date, unitholders (excluding the MIPL Entities) held 67.39% interest in MCT, and 61.86% interest in MNACT.

(3) The interests of the respective unitholders (including the MIPL Entities) in MCT are calculated based on a total of 3,323,513,585 MCT Units in issue as at the Latest Practicable Date. The interests of the respective unitholders (including the MIPL Entities) in MNACT are calculated based on a total of 3,527,974,156 MNACT Units in issue as at the Latest Practicable Date.

(4) This includes MNACT's 50.0% effective interest in TPG, which is held through a joint venture.

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1 Proxy to Key Gateway Markets of Asia

Combining regional and local operational capabilities with domain expertise to enhance future growth

mapletree commercial

Assets under Management
10.9 years CAGR (IPO to Mar 2022) — +11.0%

NAV per unit
10.9 years CAGR (IPO to Mar 2022) — +5.8%

DPU
10 years CAGR (FY11/12 (restated) to FY21/22) — +5.4%

Proven track record as a responsible steward of capital

At IPO and acquisitions in 2013, 2016, 2019

Successful in establishing position as leading S-REIT with best-in-class assets making up significant portion of portfolio

mapletree north asia commercial

Assets under Management
+7.4% — 9.1 years CAGR (IPO to Mar 2022)

NAV per unit
+3.1% — 9.1 years CAGR (IPO to Mar 2022)

DPU
+1.7% — 8 years CAGR (FY13/14 to FY21/22)

At IPO | At IPO and acquisition in 2015 | Acquisitions in 2018, 2020, 2021 | Acquisition in 2020

Demonstrated capabilities in driving growth through acquisitions across North Asian markets

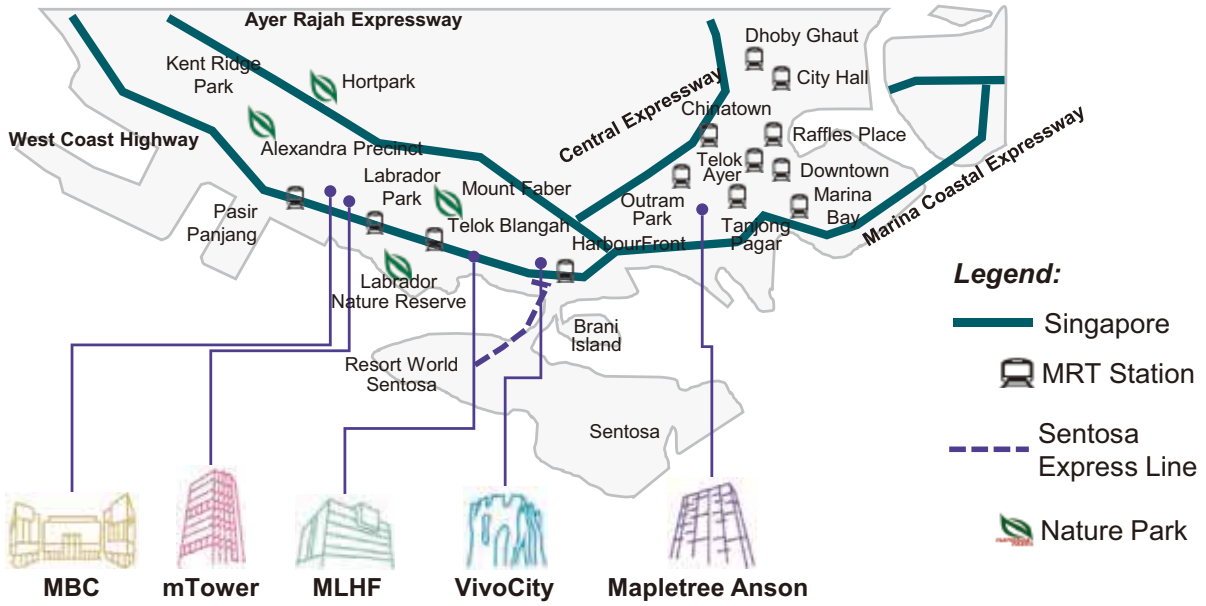
Successful in seeking new acquisitions outside of IPO geographies in Greater Tokyo and Seoul

A ready launchpad for Asian expansion enabling the Merged Entity to establish footholds in multiple markets swiftly

- **Established network with strong local expertise**
- **Proven track record in investment and asset management**
- **Capitalise on Sponsor's strength and network to further deepen and expand regional footprint**

Provides MNACT immediate access to stable and majority best-in-class assets in Singapore

Urban transformation at the Greater Southern Waterfront precinct will create a new major gateway for urban living, working and entertainment



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1 Proxy to Key Gateway Markets of Asia (cont'd)

Deep liquidity in key gateway markets of Asia providing growth opportunities

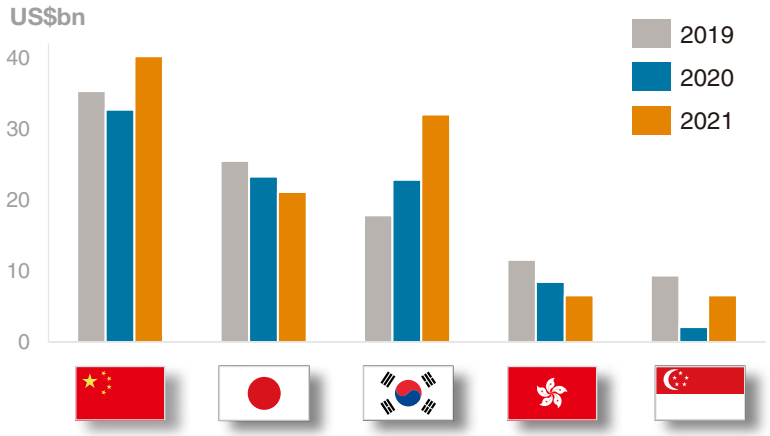
Tapping into some of the largest and most established real estate markets in Asia

Continued growth opportunities where offices will continue to play an integral role

Opportunities continue to exist in Asia's retail markets where well-positioned shopping malls remain relevant

Experienced on-the-ground teams to tap into investment and asset enhancement opportunities

Total transaction volume of US$106.4bn in 2021 across key gateway markets of Asia



Transaction volume for office and retail assets from 2019 to 2021

Source: Colliers International (Hong Kong) Limited ("Colliers") and Real Capital Analytics ("RCA")

Benefits from the long-term rise of Asia by capitalising on the resilient growth of key markets

One of the world's key trade, logistics and financial hubs

Retail

Retail sales expected to gradually return to pre-COVID levels by end-2023 in tandem with easing restrictions

Office / Business Park

Market dynamics conducive to recovery and demand for good quality decentralised office and business park expected to remain resilient

Continued importance as gateway between mainland China and the world as economy recovers

Retail

Retail market and consumer sentiments expected to improve and gather pace once cross-border travel resumes

Office

Leasing demand expected to improve and rents in Kowloon East expected to remain stable

World's second largest economy and the only major economy to post GDP growth in 2020

Office

The Grade A office market in Lufthansa[1] is expected to recover by early 2023, supported by steady demand from key business sectors

Business Park

Zhangjiang Science City[2], an innovation hub in Pudong, Shanghai will ride on growing IT and biomedical sectors, where demand is expected to outstrip supply and drive rental growth

World's third largest economy supported by strong core industries

Office

Resilient demand expected for offices in decentralised and suburban areas given relatively low new supply and rental cost differentials compared to Tokyo 5 wards

Resilient economy through COVID-19; good recovery momentum expected

Office

Gangnam Business District[3] office sector continues to outperform given strong demand and no new supply

Source: Colliers

Notes:

(1) Lufthansa is a well-established business sub-market within Beijing, where Gateway Plaza is located in.

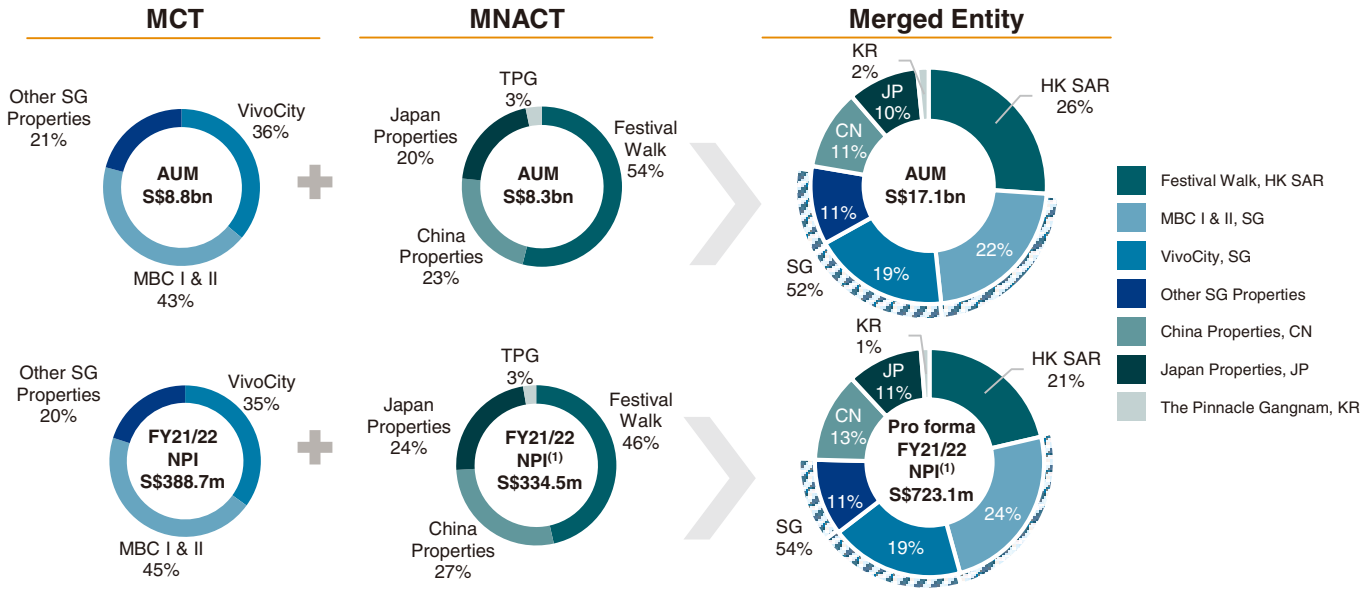
(2) Zhangjiang Science City is a key business park and innovation hub in Pudong, Shanghai, where Sandhill Plaza is located in.

(3) Gangnam Business District is one of the three core business districts in Seoul, where TPG is located in.

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2 Enhanced Diversification Anchored by High Quality Portfolio

Diversification across geographies and reduced single asset concentration strengthen portfolio resilience

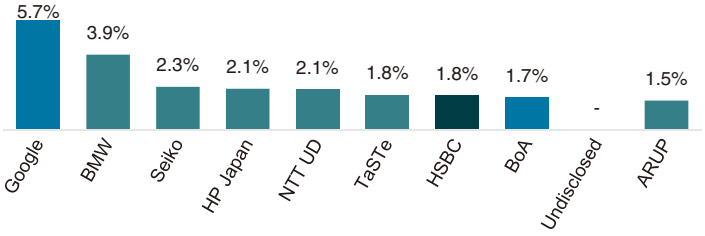


Improved cashflow stability from high quality tenants while reducing income concentration

GRI contribution by Top 10 Tenants(2)

MCT	27.7%
MNACT	37.7%
Merged Entity	23.0%

Merged Entity's Top 10 tenants by GRI(3)



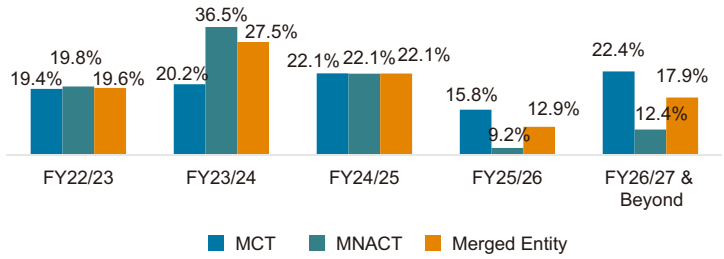
	Google	BMW	Seiko	HP Japan	NTT UD	TaSTe	HSBC	BoA	Undisclosed	ARUP
Listed	✓	✓	✓	✓	✓	✓	✓	✓	N/A	-
Investment Grade Rating(4)	✓	✓	NR	✓	NR	✓	✓	✓	N/A	NR

Continues to maintain high portfolio occupancy and well-staggered lease expiry profile

Maintains high occupancy at 97.2%(5)

MCT	97.0%
MNACT	97.4%
Merged Entity	97.2%

Maintains healthy WALE of 2.5(6) years



Notes: Total percentage value may not add up to 100% due to rounding differences.

(1) MNACT's FY21/22 NPI value includes 50% share of NPI from TPG and assuming full year contribution from HPB, which is based on unaudited financial information for the period from 18 June 2021 (date of acquisition) to 31 March 2022, pro-rated as if the acquisition was completed on 1 April 2021.

(2) GRI contribution for the month of March 2022. Top 10 tenants for MCT and the Merged Entity excludes an undisclosed tenant of MCT.

(3) The top tenants by GRI for the Merged Entity is based on the unique signing entity of each tenant.

(4) Based on latest disclosed credit rating. Not rated ("NR") indicates that a rating has not been assigned or is no longer assigned. Investment grade rating refers to bonds that are rated Baa 3/BBB- or better. Google's rating is based off their ultimate parent, Alphabet Inc. Seiko Instruments Inc ("Seiko") rating is based off their ultimate parent, Seiko Holdings Corporation. Hewlett-Packard Japan ("HP Japan") rating is based off their ultimate parent, HP Inc. NTT Urban Development ("NTT UD") rating is based off their ultimate parent, NTT UD REIT Investment Corporation. TaSTE's rating is based off their ultimate parent, CK Hutchison Holdings. Merrill Lynch Global Services Pte. Ltd. ("BoA") rating is based off their ultimate parent, The Bank of America Corporation.

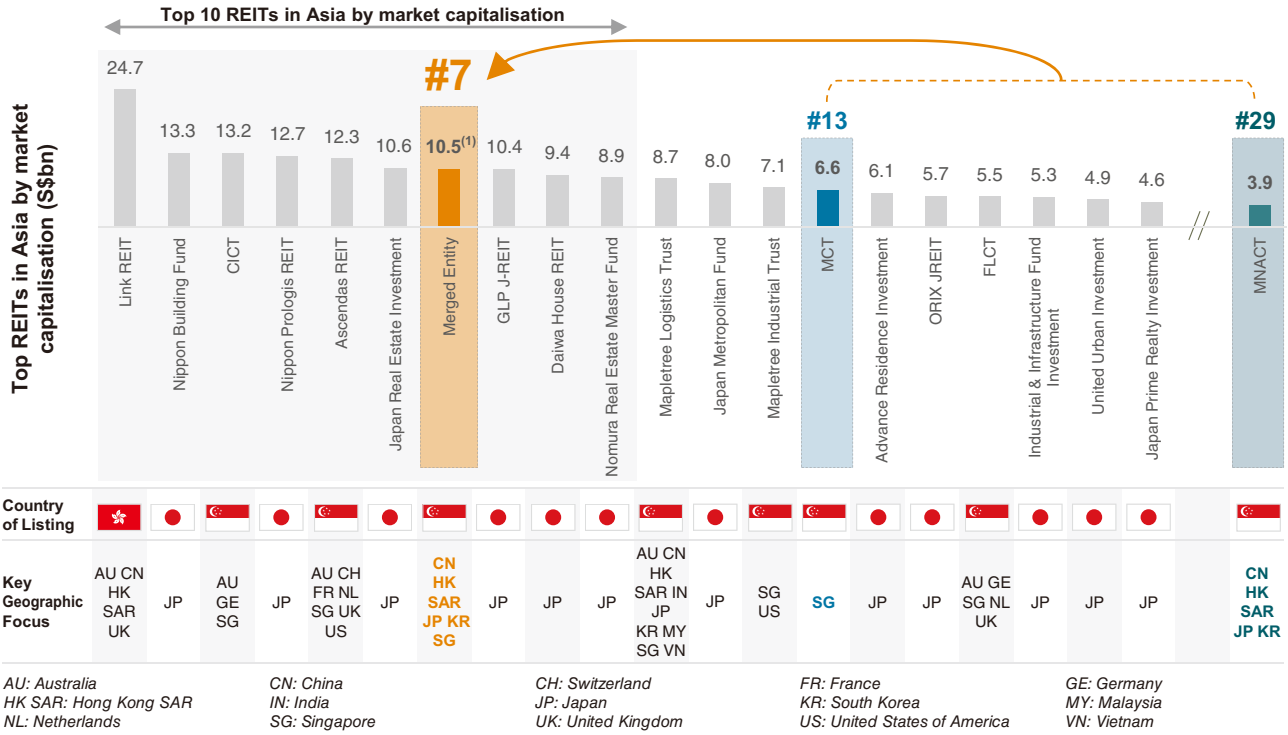
(5) Occupancy for MCT and MNACT refers to committed occupancy as at 31 March 2022. Occupancy for the Merged Entity is calculated on a pro forma basis.

(6) WALE by GRI for MCT and MNACT is based on the committed lease expiry dates (leases which have been renewed or re-let as at 31 March 2022) and GRI. WALE by GRI for the Merged Entity is calculated on a pro forma basis.

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3 Leapfrogs to one of the Top 10 Largest REITs in Asia

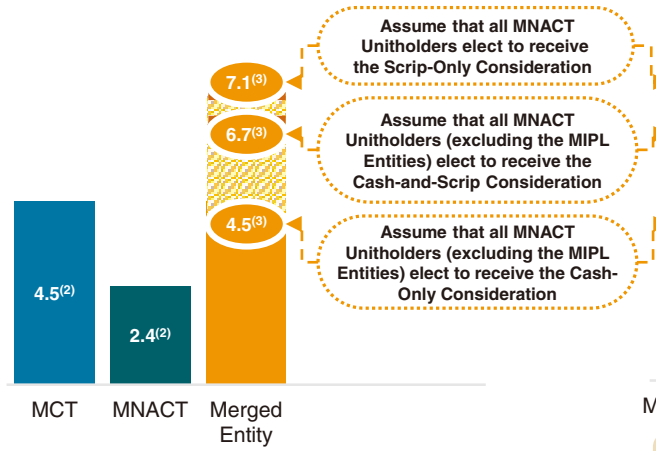
Secures position as a flagship commercial REIT with one of the broadest Asian mandates



The Merged Entity will have a free float size equivalent to or greater than MCT's and will remain a constituent of key indices

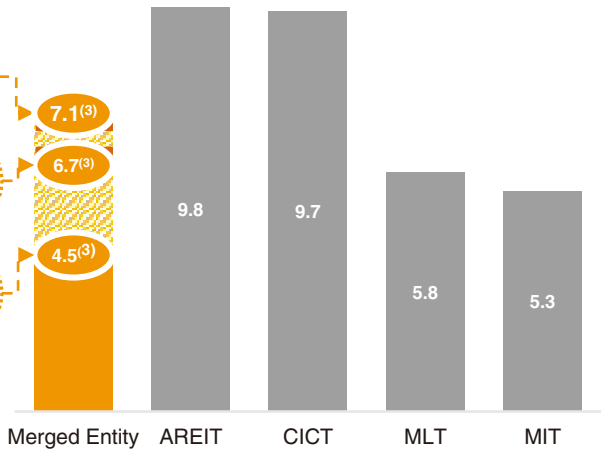
Potential improvement in trading liquidity

Free Float (S$bn)



The Merged Entity remains one of the top 5 largest S-REITs in terms of free float size

Top 5 S-REITs by Free Float Size (S$bn)(4), as at the Last Trading Day



The Merged Entity is expected to remain a constituent in key representative indices including the FTSE EPRA Nareit Developed Index and Developed Asia Index, the MSCI Singapore Index and the Straits Times Index

Source: FactSet, Market data aligned to MSCI Singapore Index closing information as at the Last Trading Day.
Assumes FX rates SGD/HKD = 5.7477 and SGD/JPY = 84.6579 as at the Last Trading Day.

Notes:

(1) Illustrative market capitalisation of the Merged Entity is calculated based on the Scheme Issue Price of S$2.0039 and the pro forma total number of units outstanding for the Merged Entity as at the Last Trading Day of 5,217.8 million, assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-and-Scrip Consideration or the Cash-Only Consideration. Assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration, the market capitalisation for Merged Entity would be S$10.9 billion.

(2) Free float for MCT excludes MCT Units held by the Sponsor via The HarbourFront Pte Ltd, HarbourFront Place Pte Ltd, HarbourFront Eight Pte Ltd, Sienna Pte Ltd and the MCT Manager. Free float for MNACT excludes MNACT Units held by the Sponsor via Kent, Suffolk, the MNACT Manager and MNAPML. MCT's free float is computed based on 2,239.6 million free float units multiplied by MCT Unit price of S$2.0000 as at the Last Trading Day. MNACT's free float is computed based on 2,182.3 million free float units multiplied by MNACT Unit price of S$1.1100 as at the Last Trading Day.

(3) The Merged Entity's free float excludes units that would be held by the Sponsor through its various subsidiaries and associates. The Merged Entity's free float is computed based on 3,332.7 million free float units multiplied by the Scheme Issue Price of S$2.0039 per unit, assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-and-Scrip Consideration. The Merged Entity's free float is computed based on 3,540.9 million free float units multiplied by the Scheme Issue Price of S$2.0039 per unit, assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration. The Merged Entity's free float is computed based on 2,239.6 million free float units multiplied by the Scheme Issue Price of S$2.0039 per unit, assuming all MNACT Unitholders elect to receive the Cash-Only Consideration.

(4) Based on the top 10 S-REITs by free float market capitalisation (excluding the Merged Entity) as at the Last Trading Day. Top 10 REITs by free float market cap: Ascendas Real Estate Investment Trust ("AREIT"), CapitaLand Integrated Commercial Trust ("CICT"), Mapletree Logistics Trust ("MLT"), Mapletree Industrial Trust ("MIT"), MCT, Frasers Logistics & Commercial Trust ("FLCT"), Frasers Centrepoint Trust, Keppel DC REIT, MNACT and Keppel REIT. Free float calculated as total units excluding sponsor-held units.

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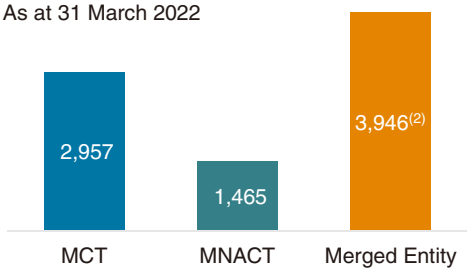
4 Enlarged Platform Better Positioned to Unlock Upside Potential

Enhanced financial flexibility to pursue more growth opportunities

- Greater flexibility to pursue larger acquisitions and capital recycling opportunities
- Strengthens overall ability to compete for inorganic growth opportunities
- Larger development headroom to undertake more asset enhancement initiatives ("AEI") and development initiatives

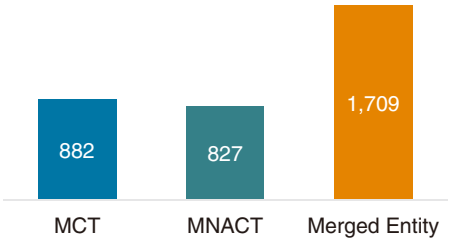
Debt Funding Capacity[1] (S$m)

As at 31 March 2022



AEI and Development Headroom[4] (S$m)

As at 31 March 2022

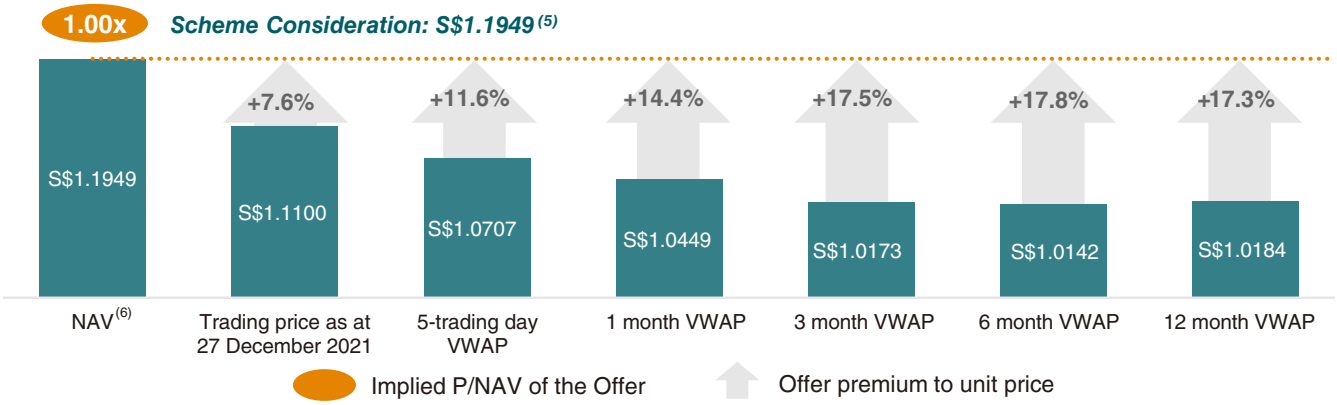


Aggregate Leverage Ratio[3] (%)

MCT	MNACT	Merged Entity
33.5%	41.5%	38.8%

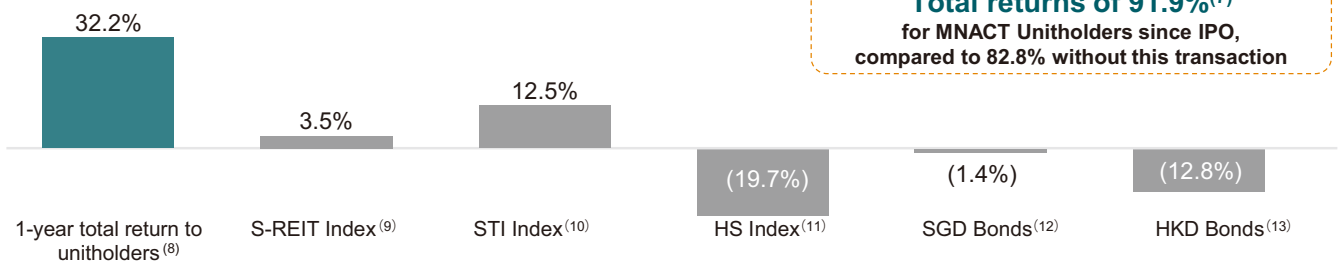
5 Attractive Financial Returns for MNACT Unitholders

Scheme Consideration is at a premium over MNACT's trading prices and in-line with NAV per unit



Superior total returns and attractive spreads over benchmark instruments

Total Returns (%)



Total returns of 91.9%[7]
for MNACT Unitholders since IPO, compared to 82.8% without this transaction

Source: Market data as at the Last Trading Day (i.e. 27 December 2021). Total returns calculated assuming period of 24 December 2020 to the Last Trading Day (i.e. 27 December 2021) (no reinvestment of distributions). Total returns since IPO is calculated assuming a period of 7 March 2013 to the Last Trading Day (i.e. 27 December 2021).

Notes:

(1) Debt funding capacity based on the aggregate leverage limit of 50.0% as permitted by the Property Funds Appendix.

(2) Debt funding capacity assumes that an additional S$237.9 million of Acquisition Debt was drawn down on 1 April 2021 to partially fund the cash component of the Scheme Consideration and the transaction costs of the Merger, assuming MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-and-Scrip Consideration or Cash-Only Consideration. References to "transaction costs", where applicable, means the upfront financing costs, professional and other fees and expenses incurred or to be incurred in connection with the Merger and if undertaken, the Preferential Offering. Please refer to Paragraph 5.11 of the MCT Circular for more information.

(3) Aggregate leverage ratio for MCT and MNACT as at 31 March 2022 as announced on 20 April 2022 and 19 April 2022 respectively.

(4) Development headroom calculated based on 10.0% of the deposited property of MCT, MNACT and the Merged Entity respectively, with the deposited property of the Merged Entity based off the pro forma aggregate deposited property of MCT and MNACT. MCT and MNACT's AUM as at 31 March 2022 were used as proxy for the deposited property.

(5) Computed by multiplying the illustrative value of one new MCT Unit at the Scheme Issue Price of S$2.0039, which is determined by reference to the 1-day VWAP per MCT Unit as at the Last Trading Day (i.e. 27 December 2021) (i) by 0.5963x under the Scrip-Only Consideration or (ii) by 0.5009x, plus the cash component of the Cash-and-Scrip Consideration of S$0.1912.

(6) Based on MNACT's NAV per unit as at 30 September 2021 and applying the following adjustments: (i) excludes MNACT's reported 1H FY21/22 DPU of 3.426 Singapore cents paid on 24 December 2021, and (ii) assumes valuation of MNACT's investment properties and joint venture held as at 30 September 2021 is based on valuation as at 31 October 2021 as announced on 31 December 2021.

(7) Total returns since IPO based on capital appreciation on unit price since IPO (S$0.93) compared to the Scheme Consideration of S$1.1949 per MNACT Unit, and DPU yield based on DPU of 59.011 Singapore cents for the period from 1 April 2013 to 30 September 2021, and assuming no reinvestment of distributions in security.

(8) Derived 1-year total return comprising the sum of (i) illustrative capital appreciation based on the opening unit price of S$0.9550 and the Scheme Consideration of S$1.1949 per MNACT Unit, and (ii) DPU yield based on DPU of 6.725 Singapore cents for the period from 2H FY20/21 and 1H FY21/22, assuming no reinvestment of distributions in security.

(9) Derived from 1-year total returns analysis on Lion-Phillip S-REIT ETF (Singapore).

(10) Derived from 1-year total returns analysis on SPDR Straits Times Index ETF (Singapore).

(11) Derived from 1-year total returns analysis on Hang Seng Investment Index Funds Series.

(12) Derived from 1-year total returns analysis on Legg Mason Western Asset Singapore Bond Fund which invests primarily in SGD denominated fixed income securities and money market instruments.

(13) Derived from 1-year total assets analysis on JP Morgan SAR Funds – HKD Bond Fund which invests primarily in HKD denominated interest bearing securities.

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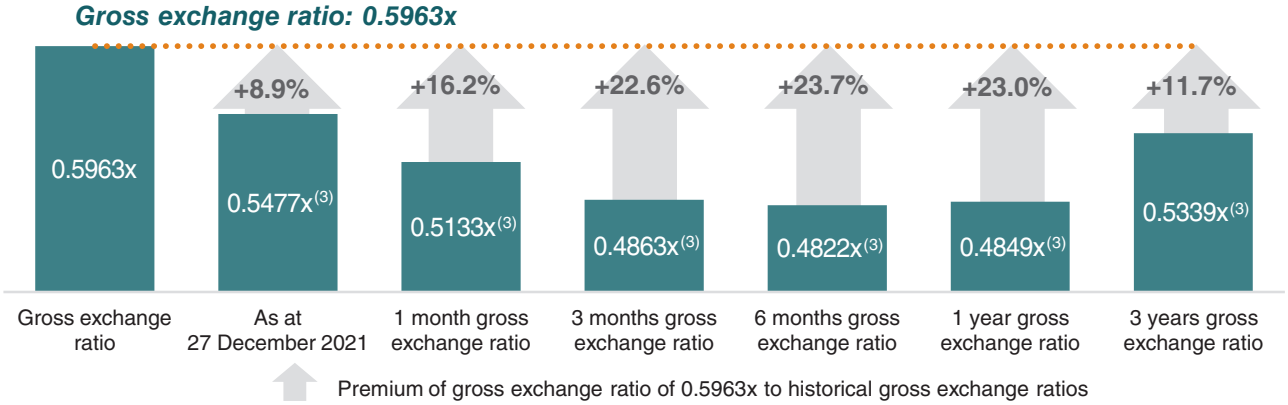
How was the Scheme Consideration Derived?

The Scheme Consideration was determined by taking into consideration, among other factors:

- **A** Short- to medium-term uncertainties of the respective property portfolios and the resulting potential benefits to be derived from the Merger of MCT and MNACT
- **B** Prevailing and historical relative market prices (including pre-COVID-19), distribution yields, and price-to-NAV per unit of MCT and MNACT
- **C** Relevant precedent trust scheme mergers in Singapore
- **D** Latest available ex-distribution NAV of each MCT Unit and each MNACT Unit
- **E** The resulting pro forma consolidated financial effects of the Merger
- **F** The amount of MCT Permitted Distributions and the amount of MNACT Permitted Distributions to be made by the MCT Manager and the MNACT Manager respectively
- **G** The latest available independent market valuations of the respective property portfolios of MCT and MNACT prior to the Joint Announcement(1)

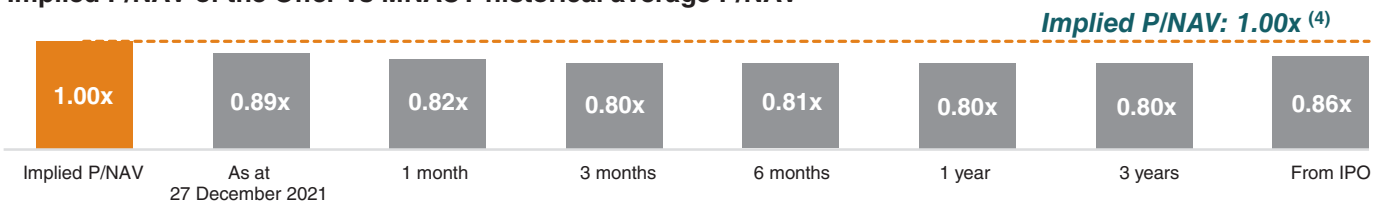
In determining the fair market value of the assets, the independent valuers have considered the potential recovery of the Greater China markets.

Gross exchange ratio of 0.5963x(2) is at a premium over MNACT's historical gross exchange ratios over a 3-year period, which takes into account the pre-COVID-19 and pre-Hong Kong SAR social incidents periods

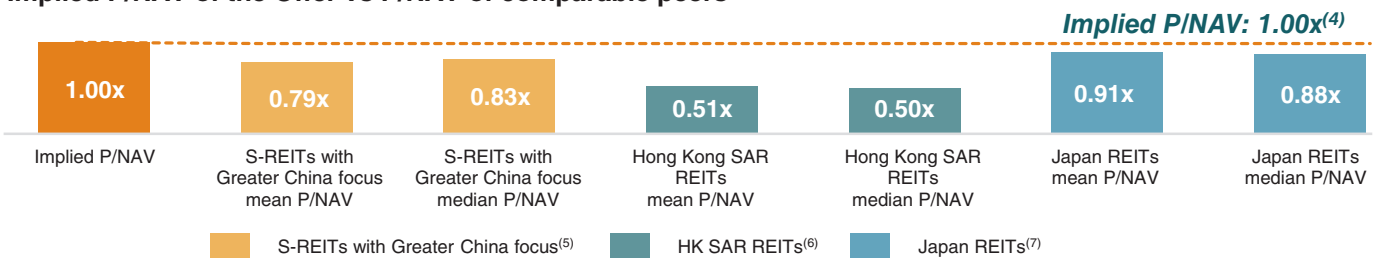


P/NAV implied by the Scheme Consideration is above MNACT's historical average P/NAV and above the mean and median P/NAV of comparable peers

Implied P/NAV of the Offer vs MNACT historical average P/NAV



Implied P/NAV of the Offer vs P/NAV of comparable peers



Source: Market data as at the Last Trading Day (i.e. 27 December 2021).

Notes: Please refer to Paragraph 2.1 of the Letter to MNACT Unitholders in this Scheme Document for further details.

(1) The latest available independent market valuations of MNACT's property portfolio prior to the Joint Announcement were as at 31 October 2021. The latest available independent market valuations of MCT's property portfolio prior to the Joint Announcement were as at 30 September 2021.

(2) Based on the Scheme Issue Price of S$2.0039 per MCT Unit, the Scheme Consideration is S$1.1949 and implies a gross exchange ratio of 0.5963x.

(3) Gross exchange ratio is calculated by dividing the relevant MNACT VWAP by the corresponding MCT VWAP. For example, 1-month average VWAP would be the average VWAP for MNACT/MCT for the 1-month period up to Last Trading Day.

(4) The 1.0x P/NAV is based on MNACT's NAV per unit as at 30 September 2021 and applying the following adjustments: (i) excludes MNACT's reported 1H FY21/22 DPU of 3.426 Singapore cents paid on 24 December 2021; and (ii) assumes that the valuation of MNACT's investment properties and joint venture held as at 30 September 2021 is based on valuation as at 31 October 2021 as announced on 31 December 2021.

(5) Comparable S-REITs with Greater China focus which invest mainly in commercial real estate investments, including CapitaLand China Trust, Dasin Retail Trust, Sasseur Real Estate Investment Trust and BHG Retail REIT. Dasin Retail Trust is considered to be an outlier and was excluded from the mean and median calculations. The P/NAV ratio was calculated based on the ratio of the market capitalisation to the NAV of the relevant S-REITs (excluding non-controlling interests and perpetual securities) recorded in the latest published financial statements as at the Last Trading Day.

(6) Comparable Hong Kong SAR REITs which invest mainly in commercial real estate investments in Hong Kong SAR, including Fortune REIT, Champion REIT and Sunlight REIT. The P/NAV ratio was calculated based on the ratio of the market capitalisation to the NAV of the relevant Hong Kong SAR REITs recorded in the latest published financial statements as at 24 December 2021 (last market day in Hong Kong SAR prior to the Last Trading Day).

(7) Comparable Japan REITs which invest mainly in commercial real estate investments in Japan, including Japan Prime Realty Investment Corporation, Kenedix Office Investment Corporation, Ichigo Office REIT and Japan Excellent Inc. The P/NAV ratio was calculated based on the ratio of the market capitalisation to the NAV (adjusted for the latest appraised values) of the relevant Japan REITs recorded in the latest published financial statements as at the Last Trading Day.

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MPACT will Embark on a Proactive and Tailored Strategy to Realise Benefits from the Merger

Post-Merger Strategy of the MCT Manager in respect of the Merged Entity:

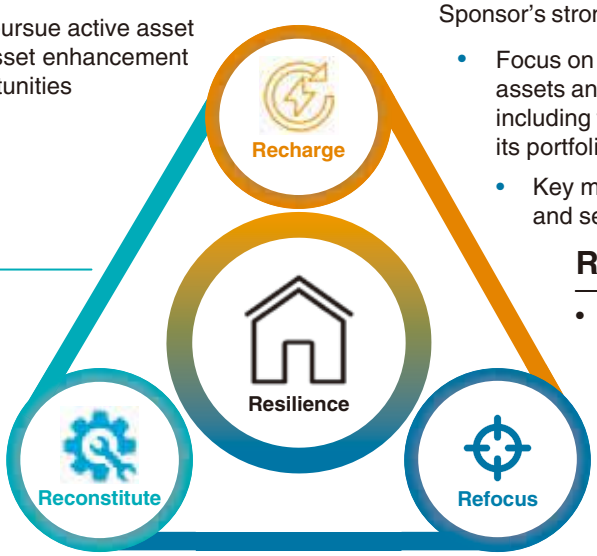
"4R" Asset and Capital Management Strategy

Recharge

- Drive NPI and DPU growth by incorporating best practices to maximise operational performance
- Optimise tenant mix and pursue active asset management, accretive asset enhancement and redevelopment opportunities

Refocus

- Pursue accretive strategic acquisitions and participate in strategic developments, leveraging the local market expertise of "on-the-ground" teams as well as the Sponsor's strong Asia network and extensive pipeline
  - Focus on adding office and office-like business park assets anchored by tenants in high growth sectors, including tech-enabled and biomedical tenants, to its portfolio
    - Key markets for growth: South Korea, Singapore and select cities in China



Reconstitute

- Optimise portfolio by pursuing selective strategic divestments at an opportune time
- Redeploy capital into higher yielding quality properties or other asset enhancement and redevelopment opportunities to drive returns

Resilience

- Adopts a comprehensive capital management strategy to maintain a strong balance sheet, maximise liquidity and minimise risk
  - Employ appropriate capital structure while optimising cost of debt
  - Secure access to diversified funding sources across financial institutions and capital markets
  - Appropriate hedging strategies to manage interest and forex exposure

Singapore
Core and Stability

- Will remain a core market to provide underlying portfolio stability

South Korea
Step-Up and Grow

- Favourable market dynamics makes it primed for targeted expansion

Hong Kong SAR
Recovery

- Focus on the stabilisation and improvement of Festival Walk before considering further expansion

Japan
Rebalance

- Capitalise on opportunities to recycle capital

China
Harvest and Grow

- Focus on maintaining high occupancy levels and seeking opportunistic acquisitions in office and office-like business park assets

Drive NPI and DPU growth through cross-pollination of teams and active asset management while capitalising on market recovery

Unlock value through selective strategic divestments at an opportune time

Focus on accretive acquisitions of office and office-like business park assets in key gateway cities, anchored by tenants in high growth sectors and leveraging on the enlarged balance sheet and enhanced financial flexibility

Please refer to Paragraph 4.2 of the Offeror's Letter in this Scheme Document for further details of the post-Merger strategy of the MCT Manager in respect of the Merged Entity.

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Recommendation of the MNACT Directors on the MNACT TRUST DEED AMENDMENTS RESOLUTION

Having regard to the above and the rationale for the MNACT Trust Deed Amendments as set out in Paragraph 5, the MNACT Directors are of the opinion that the MNACT Trust Deed Amendments would be beneficial to, and be in the interests of, MNACT.

Accordingly, the MNACT Directors recommend that MNACT Unitholders **VOTE IN FAVOUR** of the MNACT Trust Deed Amendments Resolution at the EGM.

MNACT Directors

Opinion of the MNACT IFA on the TRUST SCHEME RESOLUTION

Based on our analysis and after having considered carefully the information available to us as at the Latest Practicable Date, we are of the opinion that the financial terms of the Trust Scheme are **FAIR AND REASONABLE**. Accordingly, we advise the MNACT Independent Directors to recommend that the MNACT Unitholders **VOTE IN FAVOUR** of the Trust Scheme Resolution.

Deloitte & Touche Corporate Finance Pte Ltd
MNACT IFA

Recommendation of the MNACT Independent Directors on the TRUST SCHEME RESOLUTION

Further, the MNACT Independent Directors, having considered carefully the terms of the Trust Scheme, the advice given by the MNACT IFA in the MNACT IFA Letter and having taken into account the various factors set out in the MNACT IFA Letter, including the MNACT 805 Auditor's Opinion, recommend that MNACT Unitholders **VOTE IN FAVOUR** of the Trust Scheme Resolution at the Trust Scheme Meeting.

MNACT Independent Directors(1)

IT IS IMPORTANT THAT YOU READ THE ABOVE EXTRACTS TOGETHER WITH AND IN THE CONTEXT OF THE LETTER TO MNACT UNITHOLDERS AND THE MNACT IFA LETTER, WHICH CAN BE FOUND ON PAGE 30 AND APPENDIX A OF THIS SCHEME DOCUMENT RESPECTIVELY. YOU ARE ADVISED AGAINST RELYING SOLELY ON THESE EXTRACTS, WHICH ARE ONLY MEANT TO DRAW ATTENTION TO THE OPINION OF THE MNACT IFA AND RECOMMENDATIONS OF THE MNACT DIRECTORS AND THE MNACT INDEPENDENT DIRECTORS.

Note:

(1) The MNACT Directors who are considered independent for the purposes of the Trust Scheme, being Mr. Lawrence Wong Liang Ying, Ms. Chiang Sui Fook Lilian, Mr. Chua Kim Chiu, Mr. Pascal Jean-Louis Lambert, Mr. Kevin Kwok, Mr. Lok Vi Ming and Mr. Michael Kok Pak Kuan.

(A) EGM

The MNACT Manager will first seek the approval of MNACT Unitholders for the MNACT Trust Deed Amendments at the EGM to be convened and held by way of electronic means, as follows:

IMPORTANT DATES AND TIMES

Last date and time for pre-registration (EGM)	Friday, 20 May 2022 at 2.30 p.m.
Last date and time for lodgement of Proxy Form A (EGM)	Friday, 20 May 2022 at 2.30 p.m.
Date and time of EGM	Monday, 23 May 2022 at 2.30 p.m.

RESOLUTION
The MNACT Trust Deed Amendments

Approval Threshold

- At least 75.0% of the total number of votes held by MNACT Unitholders present and voting by proxy(1)

(B) TRUST SCHEME MEETING(2)

Subject to the passing of the MNACT Trust Deed Amendments Resolution at the EGM, the MNACT Manager will seek the approval of MNACT Unitholders for the Merger by way of a trust scheme of arrangement at the Trust Scheme Meeting to be convened and held by way of electronic means after the EGM, as follows:

IMPORTANT DATES AND TIMES

Last date and time for pre-registration (Trust Scheme Meeting)	Friday, 20 May 2022 at 2.30 p.m.
Last date and time for lodgement of Proxy Form B (Trust Scheme Meeting)	Friday, 20 May 2022 at 3.00 p.m.
Date and time of Trust Scheme Meeting	Monday, 23 May 2022 at 3.00 p.m. (or as soon thereafter following the conclusion of the EGM, whichever is later)

RESOLUTION
The Trust Scheme

Approval Threshold

- Majority in number of MNACT Unitholders representing at least 75.0% in value of the total number of MNACT Units held by MNACT Unitholders present and voting by proxy(1)(3)

The EGM and the Trust Scheme Meeting are **two different meetings** of MNACT Unitholders to be held by way of electronic means on the same day. **MNACT Unitholders must appoint the Chairman of the EGM and the Chairman of the Trust Scheme Meeting as their proxy to vote on their behalf at the EGM AND the Trust Scheme Meeting, respectively, if they wish to exercise their voting rights.**

Each meeting has a separate proxy form, with different instructions and different approval thresholds. If you wish to vote by proxy at both the EGM and the Trust Scheme Meeting, you are required to **submit both proxy forms**.

It is important that you read the instructions set out in both proxy forms carefully.

Notes:

(1) As a precautionary measure due to the constantly evolving COVID-19 situation in Singapore, a MNACT Unitholder will not be able to physically attend the EGM and/or the Trust Scheme Meeting in person. A MNACT Unitholder (whether individual or corporate) must appoint the Chairman of the EGM or the Chairman of the Trust Scheme Meeting, as the case may be, as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM or the Trust Scheme Meeting, respectively, if such MNACT Unitholder wishes to exercise his/her/its voting rights at the EGM or the Trust Scheme Meeting (as the case may be).

(2) The Trust Scheme Meeting will only be convened if the MNACT Trust Deed Amendments Resolution is passed by way of an Extraordinary Resolution at the EGM.

(3) The MCT Manager and its concert parties, common substantial unitholders of MCT and MNACT, as well as the MNACT Manager, will abstain from voting.

How do I Vote on the MNACT Trust Deed Amendments Resolution?

EGM: Monday, 23 May 2022 at 2.30 p.m.

The EGM and the Trust Scheme Meeting are two different meetings of MNACT Unitholders to be held by way of electronic means on the same day. Each meeting has a separate proxy form, with different instructions and different approval thresholds. If you wish to vote by proxy at both the EGM and the Trust Scheme Meeting, you are required to **submit both proxy forms**. It is important that you read the instructions for the two meetings carefully.

Your Vote Counts

Receive Notice of EGM and Proxy Form A (EGM)

PRE-REGISTER

for the Live Webcast of the EGM by Friday, 20 May 2022 at 2.30 p.m. at go.lumiengage.com/mnactegmsm2022

AND

VOTE BY PROXY

on the MNACT Trust Deed Amendments Resolution by submitting Proxy Form A (EGM) by post or email(1) by Friday, 20 May 2022 at 2.30 p.m.

EGM

will be convened and held by way of electronic means on Monday, 23 May 2022 at 2.30 p.m.

Two possible outcomes of the EGM

Outcome A

MNACT Unitholders vote FOR the MNACT Trust Deed Amendments Resolution

The MNACT Trust Deed will be amended to reflect the MNACT Trust Deed Amendments, whether or not the Trust Scheme Resolution is approved.

The Trust Scheme Meeting to seek the approval of MNACT Unitholders for the Trust Scheme Resolution will be convened and held by way of electronic means.

Outcome B

MNACT Unitholders vote AGAINST the MNACT Trust Deed Amendments Resolution

There will be no amendments to the MNACT Trust Deed.

The Trust Scheme Meeting will not be convened.

Note:

(1) MNACT Unitholders are strongly encouraged to submit completed Proxy Form A (EGM) electronically via email.

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As a precautionary measure due to the constantly evolving COVID-19 situation in Singapore, you will not be able to attend the EGM in person.

To exercise your votes, you MUST appoint the Chairman of the EGM to attend, speak and vote on your behalf at the EGM by completing the Proxy Form A (EGM).

1. LOCATE PROXY FORM A (EGM)

You would have received a printed copy of the Proxy Form A (EGM), enclosed with the Notice of EGM. The Proxy Form A (EGM) may also be obtained from the Unit Registrar:

Boardroom Corporate & Advisory Services Pte. Ltd.
1 Harbourfront Avenue
#14-07 Keppel Bay Tower
Singapore 098632

Operating Hours:
Monday to Friday, 8.30 a.m. to 5.30 p.m.

An electronic copy of the Proxy Form A (EGM) is also available on:

- **SGXNET:** www.sgx.com/securities/company-announcements; or
- **MNACT Website:** www.mapletreenorthasiacommercialtrust.com

2. COMPLETE PROXY FORM A (EGM)

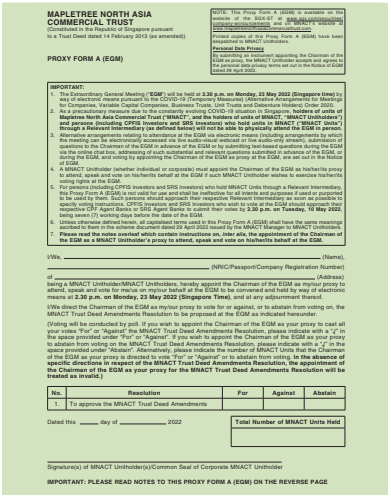
I Fill in your name and particulars.

II You **MUST** appoint the Chairman of the EGM as your proxy to attend, speak and vote on your behalf at the EGM if you wish to exercise your voting rights at the EGM.

III If you wish to exercise all your votes "**FOR**", "**AGAINST**" or to "**ABSTAIN**", please indicate with a tick "√" within the relevant box provided. Alternatively, please indicate the number of votes as appropriate(1).

IV If you are an individual, you or your attorney **MUST SIGN** and indicate the date. If you are a corporation, Proxy Form A (EGM) must be executed under your common seal or under the hand of your duly authorised officer or attorney.

V Indicate the number of MNACT Units you hold.



MAPLETREE NORTH ASIA COMMERCIAL TRUST

PROXY FORM A (EGM)

I/We, _____ (Name),
_____ (NRIC/Passport/Company Registration Number)
of _____ (Address)
being a MNACT Unitholder/MNACT Unitholders, hereby appoint the Chairman of the EGM as my/our proxy to attend, speak and vote for me/us on my/our behalf at the EGM to be convened and held by way of electronic means at **2.30 p.m. on Monday, 23 May 2022 (Singapore Time)**, and at any adjournment thereof.

I/We direct the Chairman of the EGM as my/our proxy to vote for or against, or to abstain from voting on, the MNACT Trust Deed Amendments Resolution to be proposed at the EGM as indicated hereunder.

No.	Resolution	For	Against	Abstain
1.	To approve the MNACT Trust Deed Amendments			

Dated this ____ day of _____ 2022

Total Number of MNACT Units Held

Signature(s) of MNACT Unitholder(s)/Common Seal of Corporate MNACT Unitholder

IMPORTANT: PLEASE READ NOTES TO THIS PROXY FORM A (EGM) ON THE REVERSE PAGE

3. RETURN THE COMPLETED PROXY FORM A (EGM)

By Email:

Scan and send the completed and signed Proxy Form A (EGM) via email to MNACT's Unit Registrar at srs.teamd@boardroomlimited.com

By Post:

Lodge the completed and signed Proxy Form A (EGM) at the office of MNACT's Unit Registrar at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632



BUSINESS REPLY SERVICE
PERMIT NO. 08984

MAPLETREE NORTH ASIA COMMERCIAL TRUST MANAGEMENT LTD.
(as Manager of Mapletree North Asia Commercial Trust)
c/o Boardroom Corporate & Advisory Services Pte. Ltd.
1 Harbourfront Avenue
#14-07 Keppel Bay Tower
Singapore 098632

Postage will be paid by addressee. For posting in Singapore only

Fold 1

Fold 2

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FOLD AND CLOSE(TAPE AT SIDE(S))

Proxy Form A (EGM) must reach MNACT's Unit Registrar **NO LATER THAN Friday, 20 May 2022 at 2.30 p.m.**, being 72 hours before the time fixed for the EGM.

CPFIS Investors and SRS Investors who wish to vote at the EGM should approach their respective CPF Agent Banks or SRS Agent Banks to submit their votes by **2.30 p.m. on Tuesday, 10 May 2022**, being seven (7) working days before the date of the EGM.

Note:

(1) In the absence of specific directions in respect of the MNACT Trust Deed Amendments Resolution, the appointment of the Chairman of the EGM as your proxy for the MNACT Trust Deed Amendments Resolution will be treated as invalid.

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How do I Vote on the Trust Scheme Resolution?

Trust Scheme Meeting: Monday, 23 May 2022 at 3.00 p.m.
(or as soon thereafter following the conclusion of the EGM, whichever is later)

The EGM and the Trust Scheme Meeting are two different meetings of MNACT Unitholders to be held by way of electronic means on the same day. Each meeting has a separate proxy form, with different instructions and different approval thresholds. If you wish to vote by proxy at both the EGM and the Trust Scheme Meeting, you are required to **submit both proxy forms**. It is important that you read the instructions for the two meetings carefully.

Your Vote Counts

Receive Notice of Trust Scheme Meeting and Proxy Form B (Trust Scheme Meeting)

PRE-REGISTER

for the Live Webcast of the Trust Scheme Meeting by Friday, 20 May 2022 at 2.30 p.m. at go.lumiengage.com/mnactegmsm2022

AND

VOTE BY PROXY

on the Trust Scheme Resolution by submitting Proxy Form B (Trust Scheme Meeting) by post or email(1) by Friday, 20 May 2022 at 3.00 p.m.

TRUST SCHEME MEETING

will be convened and held by way of electronic means on Monday, 23 May 2022 at 3.00 p.m.
(or as soon thereafter following the conclusion of the EGM, whichever is later)

Two possible outcomes of the Trust Scheme Meeting

Outcome A

MNACT Unitholders vote FOR the Trust Scheme Resolution AND the Trust Scheme is approved by the Court

For every MNACT Unit that you hold as at the Record Date, subject to your election or deemed election of the Scheme Consideration, you will receive:

- **Scrip-Only Consideration:** 0.5963 Consideration Units; **OR**
- **Cash-and-Scrip Consideration:** S$0.1912 in cash and 0.5009 Consideration Units; **OR**
- **Cash-Only Consideration:** S$1.1949 in cash

Outcome B

MNACT Unitholders vote AGAINST the Trust Scheme Resolution OR the Trust Scheme is not approved by the Court

You will NOT receive any payment in the cash component or Consideration Units component of the Scheme Consideration you have elected or deemed to have elected for your MNACT Units.

You will continue to be a MNACT Unitholder. MNACT will remain listed on the SGX-ST.

You should note that a MNACT Unitholder (including a Relevant Intermediary) entitled to attend and vote at the Trust Scheme Meeting is, unless the Court orders otherwise, entitled to appoint only ONE proxy to vote at the Trust Scheme Meeting and may only cast all the votes he/she/it uses at the Trust Scheme Meeting in the manner as set out in Appendix Q to this Scheme Document. Accordingly, if you hold MNACT Units through a Relevant Intermediary but do not want to be subject to the prescribed manner of voting as set out in Appendix Q to this Scheme Document, you should deposit your MNACT Units with CDP instead.

Note:
(1) MNACT Unitholders are strongly encouraged to submit completed Proxy Form B (Trust Scheme Meeting) electronically via email.

As a precautionary measure due to the constantly evolving COVID-19 situation in Singapore, you will not be able to attend the Trust Scheme Meeting in person.

To exercise your votes, you MUST appoint the Chairman of the Trust Scheme Meeting to attend, speak and vote on your behalf at the Trust Scheme Meeting by completing the Proxy Form B (Trust Scheme Meeting).

1. LOCATE PROXY FORM B (TRUST SCHEME MEETING)

You would have received a printed copy of the Proxy Form B (Trust Scheme Meeting), enclosed with the Notice of Trust Scheme Meeting. The Proxy Form B (Trust Scheme Meeting) may also be obtained from the Unit Registrar:

Boardroom Corporate & Advisory Services Pte. Ltd.
1 Harbourfront Avenue
#14-07 Keppel Bay Tower
Singapore 098632

Operating Hours:
Monday to Friday, 8.30 a.m. to 5.30 p.m.

An electronic copy of the Proxy Form B (Trust Scheme Meeting) is also available on:

- **SGXNET:** www.sgx.com/securities/company-announcements; or
- **MNACT Website:** www.mapletreenorthasiacommercialtrust.com

2. COMPLETE PROXY FORM B (TRUST SCHEME MEETING)

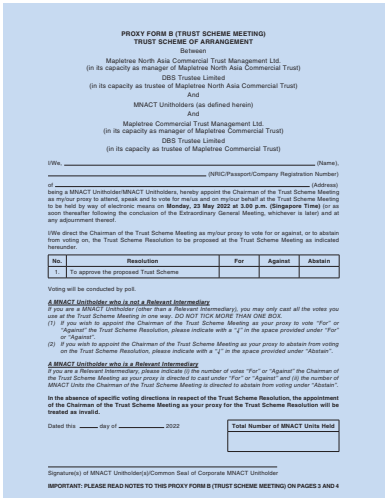
I Fill in your name and particulars.

II You **MUST** appoint the Chairman of the Trust Scheme Meeting as your proxy to attend, speak and vote on your behalf at the Trust Scheme Meeting if you wish to exercise your voting rights at the Trust Scheme Meeting.

III If you are a MNACT Unitholder (other than a Relevant Intermediary), **you may only cast all your votes in one way**. Indicate your vote in the relevant box labelled "**FOR**", "**AGAINST**", or "**ABSTAIN**", with a tick "√". **DO NOT TICK MORE THAN ONE BOX**(1). If you are a Relevant Intermediary, please refer to the applicable instructions in Proxy Form B (Trust Scheme Meeting).

IV If you are an individual, you or your attorney **MUST SIGN** and indicate the date. If you are a corporation, Proxy Form B (Trust Scheme Meeting) must be executed under your common seal or under the hand of your duly authorised officer or attorney.

V Indicate the number of MNACT Units you hold.



PROXY FORM B (TRUST SCHEME MEETING)
TRUST SCHEME OF ARRANGEMENT

Between

Mapletree North Asia Commercial Trust Management Ltd.
(in its capacity as manager of Mapletree North Asia Commercial Trust)
DBS Trustee Limited
(in its capacity as trustee of Mapletree North Asia Commercial Trust)

And

MNACT Unitholders (as defined herein)

And

Mapletree Commercial Trust Management Ltd.
(in its capacity as manager of Mapletree Commercial Trust)
DBS Trustee Limited
(in its capacity as trustee of Mapletree Commercial Trust)

I/We, _____ (Name),
_____ (NRIC/Passport/Company Registration Number)
of _____ (Address)
being a MNACT Unitholder/MNACT Unitholders, hereby appoint the Chairman of the Trust Scheme Meeting as my/our proxy to attend, speak and to vote for me/us and on my/our behalf at the Trust Scheme Meeting to be held by way of electronic means on **Monday, 23 May 2022 at 3.00 p.m. (Singapore Time)** (or as soon thereafter following the conclusion of the Extraordinary General Meeting, whichever is later) and at any adjournment thereof.

I/We direct the Chairman of the Trust Scheme Meeting as my/our proxy to vote for or against, or to abstain from voting on, the Trust Scheme Resolution to be proposed at the Trust Scheme Meeting as indicated hereunder.

No.	Resolution	For	Against	Abstain
1.	To approve the proposed Trust Scheme			

Voting will be conducted by poll.

A MNACT Unitholder who is not a Relevant Intermediary
If you are a MNACT Unitholder (other than a Relevant Intermediary), you may only cast all the votes you use at the Trust Scheme Meeting in one way. DO NOT TICK MORE THAN ONE BOX.
(1) If you wish to appoint the Chairman of the Trust Scheme Meeting as your proxy to vote "For" or "Against" the Trust Scheme Resolution, please indicate with a "√" in the space provided under "For" or "Against".
(2) If you wish to appoint the Chairman of the Trust Scheme Meeting as your proxy to abstain from voting on the Trust Scheme Resolution, please indicate with a "√" in the space provided under "Abstain".

A MNACT Unitholder who is a Relevant Intermediary
If you are a Relevant Intermediary, please indicate (i) the number of votes "For" or "Against" the Chairman of the Trust Scheme Meeting as your proxy is directed to cast under "For" or "Against" and (ii) the number of MNACT Units the Chairman of the Trust Scheme Meeting is directed to abstain from voting under "Abstain".

In the absence of specific voting directions in respect of the Trust Scheme Resolution, the appointment of the Chairman of the Trust Scheme Meeting as your proxy for the Trust Scheme Resolution will be treated as invalid.

Dated this ____ day of _____ 2022

Total Number of MNACT Units Held

_____
Signature(s) of MNACT Unitholder(s)/Common Seal of Corporate MNACT Unitholder

IMPORTANT: PLEASE READ NOTES TO THIS PROXY FORM B (TRUST SCHEME MEETING) ON PAGES 3 AND 4

3. RETURN THE COMPLETED PROXY FORM B (TRUST SCHEME MEETING)

By Email:

Scan and send the completed and signed Proxy Form B (Trust Scheme Meeting) via email to MNACT's Unit Registrar at srs.teamd@boardroomlimited.com

By Post:

Lodge the completed and signed Proxy Form B (Trust Scheme Meeting) at the office of MNACT's Unit Registrar at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632



Proxy Form B (Trust Scheme Meeting) must reach MNACT's Unit Registrar **NO LATER THAN Friday, 20 May 2022 at 3.00 p.m.**, being 72 hours before the time fixed for the Trust Scheme Meeting.

CPFIS Investors and SRS Investors who wish to vote at the Trust Scheme Meeting should approach their respective CPF Agent Banks or SRS Agent Banks to submit their votes by **3.00 p.m. on Tuesday, 10 May 2022**, being seven (7) working days before the date of the Trust Scheme Meeting.

Note:

(1) In the absence of specific voting directions in respect of the Trust Scheme Resolution, the appointment of the Chairman of the Trust Scheme Meeting as your proxy for the Trust Scheme Resolution will be treated as invalid.

How do I find out the number of MNACT Units I own?

1 **You can check your MNACT Unitholdings with CDP through your online CDP account or by contacting them at:**

The Central Depository	Operating Hours
Email: asksgx@sgx.com Telephone: +65 6535 7511	Monday to Friday: 8.30 a.m. to 5.00 p.m. Saturday: 8.30 a.m. to 12.00 p.m. Closed on Sundays & Public Holidays

2 **If you own MNACT Units through a bank, broker or any other intermediaries, you can also check by contacting them directly.**

3 **If you are a CPFIS Investor or SRS Investor, please consult your CPF Agent Bank or SRS Operator for further information.**

What are the key dates I need to be aware of?

Key Event	Expected Date and Times
Last Date and Time for Lodgment of Proxy Form A (EGM)	Friday, 20 May 2022 at 2.30 p.m.
Last Date and TIme for Lodgment of Proxy Form B (Trust Scheme Meeting)	Friday, 20 May 2022 at 3.00 p.m.
MCT's EGM	Monday, 23 May 2022 at 10.00 a.m.
MNACT's EGM	Monday, 23 May 2022 at 2.30 p.m.
MNACT's Trust Scheme Meeting	Monday, 23 May 2022 at 3.00 p.m. *(or as soon thereafter following the conclusion of the EGM, whichever is later)*
Date of Court hearing of the application to sanction the Trust Scheme	Monday, 27 June 2022
Election Period (in respect of the Scheme Consideration) for Entitled MNACT Unitholders	Tuesday, 5 July 2022 to Tuesday, 19 July 2022
Application Period (in respect of the Preferential Offering) for MCT Unitholders	Thursday, 28 July 2022 to Friday, 5 August 2022
Effective Date of Trust Scheme	Monday, 8 August 2022
Date for the payment of the Scheme Consideration	Wednesday, 17 August 2022
Date for the delisting of MNACT	Friday, 19 August 2022

The timetable for the events which are scheduled to take place after the EGM and the Trust Scheme Meeting is indicative only and is subject to change. Any changes (including any determination of the relevant dates) to the timetable above will be announced. Please refer to future SGXNET announcement(s) by the MNACT Manager for the exact dates of these events.

The important dates and time relating to the Merger and Trust Scheme, and the indicative timetable are set out in the "Expected Timetable" section of this Scheme Document. Your attention is also drawn to the notes under the "Expected Timetable".

What is the odd lots trading arrangement?

MNACT Unitholders may receive odd lots(1) of new MCT Units as part of the consideration for their MNACT Units. MNACT Manager will put in place arrangements to facilitate the trading of odd lots so that MNACT Unitholders who wish to round up or down their holdings to the nearest 100 MCT Units can do so.



Odd lot trading for a period of one month commencing from the date of allotment and issuance of the Consideration Units ("**Applicable Period**")



Each MNACT Unitholder can buy up to 99 MCT Units and can also sell up to 99 MCT Units per day



3 brokers to facilitate Odd Lots Trades



No brokerage fees for Odd Lots Trades during the Applicable Period

MNACT Unitholders should note that notwithstanding the above arrangement, holders of MCT Units will be required to continue to bear clearing fees and other regular trading fees imposed by the SGX-ST (including any goods and services tax relating to such fees), which shall be based on customary rates imposed from time to time. Please refer to Paragraph 19 of the Letter to MNACT Unitholders in this Scheme Document for further details.

Who should I contact if I have any enquiries about the Merger?

Mapletree North Asia Commercial Trust Management Ltd.
Elizabeth Loo
Director, Investor Relations
Email: elizabeth.loo@mapletree.com.sg
Telephone: +65 6377 6705

The Hongkong and Shanghai Banking Corporation Limited, Singapore Branch

Telephone: +65 9784 9209

Note:
(1) Odd lots shall mean an aggregate of 99 or less MCT Units.

The information presented in this letter and booklet is qualified in its entirety by, and should be read in conjunction with, the information contained in this Scheme Document.
Unless defined herein, meanings of the capitalised terms may be found in the section entitled "Definitions" of this Scheme Document. All references to dates and times are to Singapore dates and times.

IMPORTANT INFORMATION

The information in this section is qualified in its entirety by, and should be read in conjunction with, the full information contained in the rest of this Scheme Document. If there should be any inconsistency or conflict between this section and this Scheme Document, this Scheme Document shall prevail. Nothing in this section is intended to be, or shall be taken as, advice, a recommendation or a solicitation to MNACT Unitholders or any other party. MNACT Unitholders are advised to be cautious when dealing in their MNACT Units and to refrain from taking any action in relation to their MNACT Units which may be prejudicial to their interests.

The recommendation of the MNACT Independent Directors, and the advice and recommendation of the MNACT IFA to the MNACT Independent Directors, in respect of the Trust Scheme, are each set out in this Scheme Document. MNACT Unitholders are advised to read the MNACT IFA Letter set out in Appendix A to this Scheme Document carefully.

RESPONSIBILITY STATEMENT

The MNACT Directors collectively and individually accept full responsibility for the accuracy of the information given in this Scheme Document (other than the information in Appendix A, Appendix B, Appendix H, Appendix I and Appendix M as well as Part 2 of Appendix N to this Scheme Document, and any information relating to or opinions expressed by MCT and/or the MCT Manager, the MNACT 805 Auditor, the MNACT IFA, the MNACT Auditor and/or the MNACT Valuers) and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Scheme Document constitutes full and true disclosure of all material facts about the Merger, the Trust Scheme, the MNACT Group Entities, and the MNACT Manager, and the MNACT Directors are not aware of any facts the omission of which would make any statement in this Scheme Document misleading.

Where any information in this Scheme Document has been extracted or reproduced from published or otherwise publicly available sources or obtained from a named source (including MCT and/or the MCT Manager, the MNACT 805 Auditor, the MNACT IFA, the MNACT Auditor and/or the MNACT Valuers), the sole responsibility of the MNACT Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Scheme Document in its proper form and context.

In respect of the MNACT IFA Letter and the MNACT 805 Auditor's Opinion, the sole responsibility of the MNACT Directors has been to ensure that the facts stated with respect to the MNACT Group Entities are fair and accurate.

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DEFINITIONS

In this Scheme Document, the following definitions shall apply throughout unless the context otherwise requires:

"**1H FY21/22**"	:	The six-month period ended 30 September 2021
"**2H FY20/21**"	:	The six-month period ended 31 March 2021
"**2H FY21/22**"	:	The six-month period ended 31 March 2022
"**3Q FY21/22**"	:	The nine-month period ended 31 December 2021
"**4Q FY21/22 MCT Fee Units**"	:	Has the meaning ascribed to it in Paragraph 3.2(a) of the Letter to MNACT Unitholders
"Acquisition Debt"	:	The debt required to fund the Scheme Consideration and/or Transaction Costs of the Merger
"**Acquisition Fee**"	:	The acquisition fee which the MCT Manager is otherwise entitled to under the MCT Trust Deed
"**Amendment and Restatement Agreement**"	:	The amendment and restatement agreement dated 21 March 2022 entered into between the MNACT Trustee, the MNACT Manager, the MCT Trustee and the MCT Manager to amend and restate the Implementation Agreement, as amended by the Supplemental Implementation Agreement
"**APAC**"	:	Asia Pacific
"**Applicable Period**"	:	The period of one month commencing from the date of allotment and issuance of the Consideration Units
"**AUM**"	:	Assets under management
"**Brokers**"	:	DBS Vickers, OCBC Securities and Phillip Securities
"**Business Day**"	:	A day (other than Saturday, Sunday or gazetted public holiday) on which commercial banks are open for business in Singapore for the transaction of normal banking business
"**CAGR**"	:	Compound annual growth rate
"**Cash Ledger**"	:	Has the meaning ascribed to it in CDP's "*The Central Depository (Pte) Limited Operation of Securities Account with the Depository Terms and Conditions*" as amended, modified or supplemented from time to time, copies of which are available from CDP

"**Cash-and-Scrip Consideration**"		The option for MNACT Unitholders to elect to receive the Scheme Consideration in the form of S$0.1912 in cash and 0.5009 Consideration Units at the Scheme Issue Price of S$2.0039, being the 1-day VWAP per MCT Unit as at the Last Trading Day, for each MNACT Unit
"**Cash-Only Consideration**"	:	The option for MNACT Unitholders to elect to receive the Scheme Consideration in the form of S$1.1949 wholly in cash for each MNACT Unit, being the default form of the Scheme Consideration in the event MNACT Unitholders do not make any election or fail to make a valid election for the Scheme Consideration
"**CDP**"	:	The Central Depository (Pte) Limited
"**CMS Licence**"	:	A capital market services licence issued pursuant to the SFA
"**Code**"	:	The Singapore Code on Take-overs and Mergers
"**Companies Act**"	:	Companies Act 1967 of Singapore, as amended or modified from time to time
"**Common Substantial Unitholders**"	:	The common substantial MCT Unitholders and MNACT Unitholders who hold 5% or more of the interests in both MCT and MNACT
"**Concert Parties**"	:	MIPL and parties acting in concert with it (each party, a "**Concert Party**", and together, the "**Concert Party Group**").
"**Conditions**"	:	The conditions precedent in the Implementation Agreement which must be satisfied (or, where applicable, waived) by the Long-Stop Date for the Trust Scheme to be implemented and which are reproduced in Paragraph 4.3 of the Letter to MNACT Unitholders
"**Conflicted Directors**"	:	Mr. Paul Ma Kah Woh, Mr. Chua Tiow Chye, Ms. Wendy Koh Mui Ai, Ms. Cindy Chow Pei Pei and Ms. Tan Su Shan
"**Consideration Units**"	:	New units in MCT to be issued as described in Paragraph 2.1(a)(ii) of the Letter to MNACT Unitholders as full or part of the Scheme Consideration
"**Convertible Securities**"	:	Means, in relation to any share or unit in the capital of any corporation or trust, any option, right, warrant or other securities exercisable into, convertible into or redeemable with any such shares or units, whether in whole or in part

"**Court**"	:	The High Court of the Republic of Singapore, or where applicable on appeal, the Court of Appeal of the Republic of Singapore
"**CPF**"	:	The Central Provident Fund of Singapore
"**CPF Act**"	:	Central Provident Fund Act 1953 of Singapore, as amended or modified from time to time
"**CPF Agent Banks**"	:	Agent banks included under the CPFIS
"**CPFIS**"	:	CPF Investment Scheme
"**CPFIS Investors**"	:	Investors who have purchased MNACT Units using their CPF savings under the CPFIS
"**DBS Vickers**"	:	DBS Vickers Securities (Singapore) Private Limited
"**disposal**"	:	A sale, conveyance, transfer, assumption or other disposal
"**Deposited Property**"	:	All the assets of the MCT Group or MNACT Group, as the case may be
"**Directly-Held MNACT Units**"	:	MNACT Units held by an Entitled MNACT Unitholder as a Depositor
"**DPU**"	:	Distribution per unit
"**EBIT**"	:	Earnings before interest and taxes
"**Effective Date**"	:	The date on which the Trust Scheme becomes effective in accordance with its terms
"**EGM and Trust Scheme Meeting Questions Deadline**"	:	Has the meaning ascribed to it in Paragraph 21.3(d) of the Letter to MNACT Unitholders
"**Election Form**"	:	The election form (to be despatched by the MCT Manager (or on its behalf) to Entitled MNACT Unitholders after the Record Date) by which the Entitled MNACT Unitholders shall complete and return if he/she/it wishes to elect to receive the Scrip-Only Consideration or the Cash-and-Scrip Consideration. An Entitled MNACT Unitholder who wishes to receive the Cash-Only Consideration need not complete and return the Election Form

"**Election Period**"	:	The period of 10 Business Days commencing from the date of despatch of the Election Forms, being a date to be announced by the MNACT Manager, during which the duly completed Election Forms shall be received by the Unit Registrar or CDP, as the case may be
"**Electronic Election**"	:	Elections by Entitled Depository Agents on behalf of each sub-account holder who holds MNACT Units via the SGX-SFG service provided by the CDP as listed in Schedule 3 of the Terms and Conditions for User Services for Depository Agents (available on the website of the SGX-ST at www.sgx.com/securities/depository)
"**Encumbrances**"	:	With respect to any asset or real property: (a) any charge, claim, hypothecation, lien, mortgage, power of sale, retention of title, or security interest of any kind over and in respect of such asset or real property; and (b) any right of pre-emption, first offer, first refusal, tag-along or drag-along of any kind to which any such asset or real property is subject or any right or option for the sale or purchase of any such asset or real property, and any other third party rights and interests of any nature whatsoever or an agreement, arrangement or obligation to create any of the foregoing
"**Entitled Depository Agent**"	:	Entitled MNACT Unitholders who are Depository Agents
"**Entitled MNACT Unitholders**"	:	MNACT Unitholders as at 5.00 p.m. on the Record Date
"**ESG**"	:	Environmental, social and governance
"**Excess Commitment**"	:	Has the meaning ascribed to it in Paragraph 3.2(a)(iii) of the Letter to MNACT Unitholders
"**Expanded Investment Mandate**"	:	The expanded investment mandate of the Merged Entity to invest on a long-term basis in a diversified portfolio of income-producing real estate used primarily for office and/or retail purposes, as well as real estate-related assets, in the key gateway markets of Asia (including but not limited to Singapore, China, Hong Kong SAR, Japan and South Korea).

"**Extraordinary General Meeting**" or "**EGM**"	:	The extraordinary general meeting of MNACT Unitholders to be convened to approve the MNACT Trust Deed Amendments, notice of which is set out in Appendix P to this Scheme Document
"**Extraordinary Resolution**"	:	A resolution proposed and passed as such by MNACT Unitholders consisting of not less than 75% of the total number of votes held by MNACT Unitholders present and voting by proxy at a meeting of MNACT Unitholders
"**FY**"	:	The financial year ended or ending 31 March, as the case may be
"**FY13/14**"	:	The financial period from 14 February 2013 to 31 March 2014
"**FY18/19**"	:	The financial year ended 31 March 2019
"**FY19/20**"	:	The financial year ended 31 March 2020
"**FY20/21**"	:	The financial year ended 31 March 2021
"**FY21/22**"	:	The financial year ended 31 March 2022
"**Governmental Authority**"	:	Any supranational, national, federal, state, municipal or local court, administrative, regulatory, fiscal or judicial agency, authority, body, commission, department, exchange, tribunal or entity, or other governmental, semi-governmental or quasi-governmental entity or authority, or any securities exchange, wherever located
"**GDP**"	:	Gross domestic product
"**GRI**"	:	Gross rental income
"**HKD**"	:	Hong Kong dollars, being the lawful currency of Hong Kong SAR
"**Hong Kong SAR**"	:	Hong Kong Special Administrative Region
"**HPB**"	:	Hewlett-Packard Japan Headquarters Building

"**Implementation Agreement**"	:	The implementation agreement dated 31 December 2021 entered into between the MNACT Trustee, the MNACT Manager, the MCT Trustee and the MCT Manager, as amended by the Supplemental Implementation Agreement and as as further amended pursuant to the Amendment and Restatement Agreement, setting out the terms and conditions on which the Trust Scheme will be implemented and as further amended, modified or supplemented from time to time
"**Indirectly-Held MNACT Units**"	:	MNACT Units held by an Entitled MNACT Unitholder in he/she/its capacity as a Depository Agent on behalf of sub-account holder(s)
"**Initial Whitewash Announcement**"	:	The joint announcement by the MNACT Manager and the MCT Manager in relation to the Initial Whitewash Waiver and the Supplemental Implementation Agreement, released on 28 January 2022
"**Initial Whitewash Waiver**"	:	The waiver of the obligation of the Concert Party Group to make a mandatory general offer for MCT under Rule 14 of the Code should the obligation to do so arise as a result of the allotment and issue of Consideration Units to the Concert Party Group acquiring MCT Units which carry more than 1.0% of the voting rights in MCT based on MCT's enlarged number of MCT Units following the Merger via the Trust Scheme
"**IPO**"	:	Initial public offering
"**Japan Properties**"	:	IXINAL Monzen-nakacho Building, Higashi-nihonbashi 1-chome Building, TS Ikebukuro Building, Omori Prime Building, Hewlett-Packard Japan Headquarters Building, ABAS Shin-Yokohama Building, SII Makuhari Building, Fujitsu Makuhari Building, and mBAY POINT Makuhari
"**Joint Announcement**"	:	The joint announcement by the MNACT Manager and the MCT Manager of the Merger and the Trust Scheme, released on 31 December 2021
"**Joint Announcement Date**"	:	31 December 2021, being the date of the Joint Announcement
"**JPY**"	:	Japanese Yen, being the lawful currency of Japan
"**Kent**"	:	Kent Assets Pte. Ltd.

"**Last Trading Day**"	:	The last trading day immediately prior to the Joint Announcement Date, being 27 December 2021[1]
"**Latest Practicable Date**"	:	20 April 2022, being the latest practicable date prior to the printing of this Scheme Document
"**Letter to MNACT Unitholders**"	:	The letter from the MNACT Manager to MNACT Unitholders as set out on pages 30 to 149 of this Scheme Document
"**Listing Manual**"	:	The listing manual of the SGX-ST, as amended, modified or supplemented from time to time
"**Live Webcast**"	:	The live audio-visual webcast and live audio-only stream
"**Long-Stop Date**"	:	31 August 2022 (or such other date as the Parties may agree in writing)
"**Market Day**"	:	A day on which the SGX-ST is open for the trading of securities
"**MAS**"	:	Monetary Authority of Singapore
"**Master Property Management Agreement**"	:	The master property management agreement entered into between the MNACT Trustee, the MNACT Manager and MNAPML on 14 February 2013 in relation to the operation, maintenance, management and marketing of the properties of MNACT by MNAPML from time to time
"**Material Disposal**"	:	Any sale, conveyance, transfer, assumption or disposal of any real property, assets or securities in any entity, partnership or trust, the carrying value of which in the MNACT 1H FY21/22 Unaudited Financial Statements, individually or when aggregated with the carrying value of other real property, assets or securities in the MNACT 1H FY21/22 Unaudited Financial Statements disposed of in any and all other related disposals on or after the date hereof, exceeds S$423.1 million (or its equivalent in other currencies), being 5% of the Deposited Property of the MNACT Group as at 30 September 2021 (adjusted to take into account the updated valuation of the Deposited Property of the MNACT Group as at 31 October 2021)
"**Maximum Preferential Offering Units**"	:	The maximum number of Preferential Offering Units offered under the Preferential Offering
"**MBC**"	:	Mapletree Business City
"**MCT**"	:	Mapletree Commercial Trust

[1] The MNACT Manager had requested for a trading halt with the SGX-ST on 28 December 2021 which was in effect from 28 December 2021 (before trading hours) to 31 December 2021, 2.00 p.m.

"**MCT 1H FY21/22 Unaudited Financial Statements**"	:	The unaudited consolidated statement of financial position of the MCT Group as at 30 September 2021, the consolidated statement of profit or loss and the consolidated statement of cash flows of the MCT Group for the six-month period from 1 April 2021 to 30 September 2021, and the notes thereto as set out in Schedule E to the Offeror's Letter
"**MCT Acquisition**"	:	The acquisition by the MCT Trustee of all the MNACT Units pursuant to the Trust Scheme, in consideration for the Scheme Consideration, in accordance with the terms of the Implementation Agreement
"**MCT Circular**"	:	The document dated 29 April 2022 issued by the MCT Manager on behalf of MCT, convening the MCT EGM and setting out details of, amongst other things: (a) the Merger and the MCT Acquisition; (b) the issuance of new MCT Units to MNACT Unitholders as full or part of the consideration pursuant to the MCT Acquisition; (c) the Whitewash Resolution; and (d) the MCT Trust Deed Amendments Resolution, in each case, on the terms and conditions agreed by the Parties, and the accompanying notice of meeting and proxy form, in such form and substance as may be agreed by the Parties
"**MCT Concert Party Group**"	:	Has the meaning ascribed to it in Paragraph 9.1 of the Offeror's Letter
"**MCT Directors**"	:	The directors for the time being of the MCT Manager
"**MCT EGM**"	:	The meeting of MCT Unitholders to be convened (and any adjournment thereof) to seek the approval of MCT Unitholders for: (a) the Merger and the MCT Acquisition; (b) the issuance of new MCT Units to MNACT Unitholders as full or part of the consideration pursuant to the MCT Acquisition; (c) the Whitewash Resolution; and (d) the MCT Trust Deed Amendments Resolution

"**MCT Financial Adviser**"	:	DBS Bank Ltd.
"**MCT FY20/21 Audited Financial Statements**"	:	The audited consolidated statements of financial position of the MCT Group as at 31 March 2021, the consolidated statements of profit or loss and the consolidated statements of cash flows of the MCT Group for the financial year ended 31 March 2021, and the notes thereto
"**MCT FY21/22 Unaudited Financial Statements**"	:	The unaudited consolidated statements of financial position of the MCT Group as at 31 March 2022, the consolidated statements of profit or loss and the consolidated statements of cash flows of the MCT Group for the financial year ended 31 March 2022, and the notes thereto as set out in Schedule F to the Offeror's Letter
"**MCT Group**" and "**MCT Group Entities**"	:	MCT and its subsidiaries, and any trusts and limited liability partnerships in which MCT and/or its subsidiaries hold an interest (excluding any trusts listed on a stock exchange), and each entity of the MCT Group shall be referred to as a "**MCT Group Entity**" and "**MCT Group**" and "**MCT Group Entity**" shall be construed accordingly
"**MCT Independent Valuers**"	:	Has the meaning ascribed to it in Note 2 of Paragraph 2.3 of the Offeror's Letter
"**MCT Material Adverse Effect**"	:	Any one or more fact, matter, event, circumstance, condition, effect, occurrence or change which, whether individually or in the aggregate, has or have the effect of causing a diminution in the value of the Deposited Property of the MCT Group by more than S$445.2 million, being 5% of the Deposited Property of the MCT Group as at 30 September 2021 For the avoidance of doubt, none of the distributions which have been paid to the MCT Unitholders prior to the date of the Implementation Agreement or the MCT Permitted Distributions shall be taken into account in determining if there has been a MCT Material Adverse Effect
"**MCT Manager**"	:	Mapletree Commercial Trust Management Ltd., as manager of MCT

"**MCT Permitted Distributions**"	:	The distributions declared, paid or made by the MCT Manager to MCT Unitholders in the ordinary course of business in respect of the period from 1 October 2021 up to the day immediately before the Effective Date (including any capital distribution or clean-up distribution to the MCT Unitholders in respect of the period from the day following the latest completed financial half-year of MCT preceding the Effective Date, up to the day immediately before the Effective Date)
"**MCT Preferential Offering Announcement**"	:	The announcement made by the MCT Manager on 21 March 2022 in relation to the Preferential Offering
"**MCT Prescribed Occurrence**"	:	Any of the events or matters set out in Part 1 of Appendix L to this Scheme Document
"**MCT Properties**"	:	The five properties listed on page 2 of the MCT 1H FY21/22 Unaudited Financial Statements, and "**MCT Property**" means any one of them. For the avoidance of doubt, the above-mentioned five properties are the same as the properties listed on page 2 of the MCT FY21/22 Unaudited Financial Statements.
"**MCT Relevant Line Items**"	:	The "investment properties" line item in respect of the statements of financial position of the MCT Group, as reflected in the MCT FY21/22 Unaudited Financial Statements
"**MCT Trust Deed**"	:	The Deed of Trust constituting MCT dated 25 August 2005, as may be amended, supplemented or varied from time to time
"**MCT Trust Deed Amendments**"	:	The proposed amendments to the MCT Trust Deed to amend the fee structure of MCT with respect to the fees payable to the MCT Manager to reflect the fee structure in the MNACT Trust Deed such that the existing fee structure of MNACT is adopted for the Merged Entity with effect from the Effective Date, and such other amendments as may be agreed between the MCT Manager, the MCT Trustee and the MNACT Manager to give effect to the foregoing
"**MCT Trust Deed Amendments Resolution**"	:	The extraordinary resolution of MCT Unitholders to approve the MCT Trust Deed Amendments
"**MCT Trustee**"	:	DBS Trustee Limited, in its capacity as trustee of MCT
"**MCT Unit**"	:	A unit in MCT
"**MCT Unitholders**"	:	The holders of MCT Units from time to time, and each a "**MCT Unitholder**"

"**MCT Warranties**"	:	The warranties given by the MCT Trustee and the MCT Manager in connection with the Trust Scheme set out in Clauses 9.1, 9.3, and Schedule 2 of the Implementation Agreement
"**Merger**"	:	The proposed merger of MNACT and MCT pursuant to the Implementation Agreement, the MCT Acquisition and the Trust Scheme
"**Merged Entity**" or "**MPACT**"	:	The merged entity, comprising MCT and MNACT (as a sub-trust of MCT) upon completion of the Merger, which will be renamed Mapletree Pan Asia Commercial Trust
"**MIPL**" or "**Sponsor**"	:	Mapletree Investments Pte Ltd
"**MIPL Entities**"	:	MIPL and its wholly-owned subsidiaries which hold MCT Units or MNACT Units, and each an "**MIPL Entity**". See paragraph 1.6.1 of the Offeror's Letter for a list of such subsidiaries
"**MIPL Undertaking**"	:	The irrevocable undertaking executed by MIPL on 21 March 2022 in favour of the MCT Trustee, the MCT Manager and DBS Bank Ltd. (in its capacity as the MCT Financial Adviser), that subject to and conditional upon the MCT Unitholders' approval of the Whitewash Resolution, and subject to any prohibitions or restrictions imposed by the relevant regulatory authorities (including the SGX-ST), MIPL will procure and ensure that one or more of the relevant MIPL Entities will accept and subscribe for the Maximum Preferential Offering Units, and pay in full the consideration payable for the Maximum Preferential Offering Units in accordance with the terms and conditions of the Preferential Offering
"**MLHF**"	:	Bank of America Merrill Lynch HarbourFront
"**MNACT**"	:	Mapletree North Asia Commercial Trust
"**MNACT 1H FY21/22 Unaudited Financial Statements**"	:	The unaudited consolidated statements of financial position of the MNACT Group as at 30 September 2021, the consolidated statements of profit or loss and the consolidated statements of cash flows of the MNACT Group for the six-month period from 1 April 2021 to 30 September 2021, and the notes thereto as set out in Appendix F to this Scheme Document

"**MNACT 2H FY21/22 Unaudited Financial Statements**"	:	The unaudited consolidated statements of financial position of the MNACT Group as at 31 March 2022, the consolidated statements of profit or loss and the consolidated statements of cash flows of the MNACT Group for the six-month period from 1 October 2021 to 31 March 2022 and financial year from 1 April 2021 to 31 March 2022, and the notes thereto as set out in Appendix G to this Scheme Document
"**MNACT 3Q FY21/22 Unaudited Financial Statements**"		The unaudited consolidated statements of financial position of the MNACT Group as at 31 December 2021, the consolidated statements of profit or loss and the consolidated statements of cash flows of the MNACT Group for the nine-month period from 1 April 2021 to 31 December 2021
"**MNACT 3Q FY21/22 Financial Statements Highlights**" or "**3Q FY21/22 Highlights**"		The unaudited consolidated financial statements highlights of the MNACT Group for the nine months ended 31 December 2021 as announced on 27 January 2022, and the notes thereto
"**MNACT 805 Audit**"	:	Has the meaning ascribed to it in Paragraph 4.1 of the Letter to MNACT Unitholders
"**MNACT 805 Auditor**"	:	KPMG LLP
"**MNACT 805 Auditor's Opinion**"	:	An audit opinion setting out the MNACT 805 Auditor's opinion as to whether the carrying value of the MCT Relevant Line Items have been prepared, in all material respects, in accordance with the relevant accounting policies of the MCT Group as set out in Appendix H to this Scheme Document
"**MNACT Auditor**"	:	PricewaterhouseCoopers LLP
"**MNACT Competing Offer**"	:	Any expression of interest, offer or proposal by any person, acting together with its concert parties, other than the MCT Trustee or the MCT Manager involving: (a) a sale, conveyance, transfer, assumption or other disposal of any direct or indirect interest in some or all of the MNACT Units exceeding 5% of all the MNACT Units, whether in a single transaction or series of related transactions;

(b) an allotment or issuance of the MNACT Units or securities in any MNACT Group Entity (or Convertible Securities in respect of such MNACT Units or securities) in each case exceeding 5% of all the MNACT Units or such securities, as the case may be, immediately after such allotment or issuance, whether in a single transaction or series of related transactions;

(c) a Material Disposal of any real property, assets or securities in any MNACT Group Entity (save for the MNACT Units);

(d) an offer (whether partial or otherwise) for the MNACT Units;

(e) a scheme of arrangement involving MNACT or any MNACT Group Entity or the merger of MNACT or any MNACT Group Entity with any other entity (whether by way of joint venture, reverse takeover bid, dual listed company structure, stapling or otherwise) provided that, in the case of any MNACT Group Entity (other than MNACT), such scheme of arrangement or merger is material to the MNACT Group (taken as a whole);

(f) any agreement or other arrangement intended to achieve or having an effect similar to any of (a) to (e); or

(g) a transaction or series of related transactions which would, or is reasonably likely to, preclude, restrict or frustrate, or delay or impede, the Merger or the Trust Scheme

"**MNACT Directors**"	:	The directors for the time being of the MNACT Manager
"**MNACT Distribution Reinvestment Plan**"	:	The distribution reinvestment plan of MNACT under which MNACT Unitholders may elect to receive fully paid MNACT Units in lieu of the cash amount of any distribution which is declared on the MNACT Units held by them (after the deduction of applicable income tax, if any), subject to such terms and conditions set out in the distribution reinvestment plan statement as may be amended from time to time
"**MNACT Fee Units**"	:	Has the meaning ascribed to it in Paragraph 3.2(a) of the Letter to MNACT Unitholders
"**MNACT Financial Adviser**"	:	The Hongkong and Shanghai Banking Corporation Limited, Singapore Branch

"**MNACT FY20/21 Audited Financial Statements**"	:	The audited consolidated statements of financial position of the MNACT Group as at 31 March 2021, the consolidated statements of profit or loss and the consolidated statements of cash flows of the MNACT Group for the financial year ended 31 March 2021, and the notes thereto
"**MNACT FY21/22 Unaudited Financial Statements**"	:	The unaudited consolidated statements of financial position of the MNACT Group as at 31 March 2022, the consolidated statements of profit or loss and the consolidated statements of cash flows of the MNACT Group for the financial year ended 31 March 2022, and the notes thereto as set out in Appendix G to this Scheme Document
"**MNACT Group" and "MNACT Group Entities**"	:	MNACT and its subsidiaries, and any trusts and limited liability partnerships in which MNACT and/or its subsidiaries hold an interest (excluding any trusts listed on a stock exchange), and each entity of the MNACT Group shall be referred to as a "**MNACT Group Entity**" and "**MNACT Group**" and "**MNACT Group Entity**" shall be construed accordingly
"**MNACT IFA**"	:	Deloitte & Touche Corporate Finance Pte Ltd, the independent financial adviser appointed in relation to the Trust Scheme to advise the MNACT Independent Directors and the MNACT Trustee on the Trust Scheme
"**MNACT IFA Letter**"	:	The letter from the MNACT IFA containing the advice from the MNACT IFA in relation to the Trust Scheme as set out in Appendix A to this Scheme Document
"**MNACT Independent Directors**"	:	The MNACT Directors who are considered independent for the purposes of the Trust Scheme, being Mr. Lawrence Wong Liang Ying, Ms. Chiang Sui Fook Lilian, Mr. Chua Kim Chiu, Mr. Pascal Jean-Louis Lambert, Mr. Kevin Kwok, Mr. Lok Vi Ming and Mr. Michael Kok Pak Kuan
"**MNACT Material Adverse Effect**"	:	Any one or more fact, matter, event, circumstance, condition, effect, occurrence or change which, whether individually or in the aggregate, has or have the effect of causing a diminution in the value of the Deposited Property of the MNACT Group by more than S$423.1 million, being 5% of the Deposited Property of the MNACT Group as at 30 September 2021 (adjusted to take into account the updated valuation of the Deposited Property of the MNACT Group as at 31 October 2021). For the avoidance of doubt, none of the distributions which have been paid to the MNACT Unitholders prior to the date of the Implementation Agreement or the MNACT Permitted Distributions shall be taken into account in determining if there has been a MNACT Material Adverse Effect

"**MNACT Manager**"	:	Mapletree North Asia Commercial Trust Management Ltd., as manager of MNACT
"**MNACT Permitted Distributions**"	:	The distributions declared, paid or made by the MNACT Manager to the MNACT Unitholders in the ordinary course of business in respect of the period from 1 April 2021 up to the day immediately before the Effective Date (including any capital distribution or clean-up distribution to the MNACT Unitholders in respect of the period from the day following the latest completed financial half-year of MNACT preceding the Effective Date, up to the day immediately before the Effective Date)
"**MNACT Prescribed Occurrence**"	:	Any of the events or matters set out in Part 2 of Appendix L to this Scheme Document
"**MNACT Properties**"	:	The 13 properties listed on page 3 of the MNACT 1H FY21/22 Unaudited Financial Statements (including the 50.0% interest in TPG), and "**MNACT Property**" means any one of them. For the avoidance of doubt, the above-mentioned 13 properties are the same as the properties listed on page 3 of the MNACT FY21/22 Unaudited Financial Statements.
"**MNACT Relevant Line Items**"	:	The following line items in respect of the statements of financial position of the MNACT Group, as reflected in the unaudited consolidated financial statements of the MNACT Statement of Investment Properties: (a) "investment properties"; and (b) "joint ventures"
"**MNACT Switch Option Competing Offer**"	:	Any offer by any person, acting together with its concert parties, other than the MCT Trustee or the MCT Manager involving: (a) a sale, conveyance, transfer, assumption or other disposal of any direct or indirect interest in all or substantially all of the assets, business and/or undertakings of the MNACT Group, whether in a single transaction or a series of related transactions; (b) a general offer for the MNACT Units;

(c) a scheme of arrangement involving MNACT or any MNACT Group Entity or the merger of MNACT or any MNACT Group Entity with any other entity (whether by way of joint venture, reverse takeover bid, dual listed company structure, stapling or otherwise) provided that, in the case of any MNACT Group Entity (other than MNACT), such scheme of arrangement or merger is material to the MNACT Group Entities (taken as a whole);

(d) any agreement or other arrangement intended to achieve or having an effect similar to any of (a) to (c); or

(e) a transaction or series of related transactions which would, or is reasonably likely to, preclude, restrict or frustrate the Merger or the Trust Scheme

For the purpose of this definition, an MNACT Switch Option Competing Offer will be deemed to be for all or substantially all of the assets, business and/or undertakings of the MNACT Group if the relevant assets, business and/or undertakings in question constitute a "**material amount**" as defined in Note 2 on Rule 5 of the Code

"**MNACT Trust Deed**"	:	The Deed of Trust dated 14 February 2013 constituting MNACT, as may be amended, supplemented or varied from time to time
"**MNACT Trust Deed Amendments**"	:	The proposed amendments to the MNACT Trust Deed to include provisions that will facilitate the implementation of the Trust Scheme as set out in Appendix D to this Scheme Document
"**MNACT Trust Deed Amendments Resolution**"	:	The Extraordinary Resolution of MNACT Unitholders to approve the MNACT Trust Deed Amendments
"**MNACT Trustee**"	:	DBS Trustee Limited, in its capacity as trustee of MNACT
"**MNACT Valuation Certificates**"	:	The valuation certificates in respect of the full valuations of the MNACT Properties as at 31 October 2021 and 31 March 2022 as set out in Appendix I to this Scheme Document
"**MNACT Unit**"	:	An issued and outstanding unit in MNACT
"**MNACT Unitholders**"	:	The holders of MNACT Units from time to time, and each a "**MNACT Unitholder**"

"**MNACT Valuers**"	:	Knight Frank Petty Ltd, JLL Morii Valuation & Advisory K.K. and CBRE Korea Company Limited
"**MNACT Warranties**"	:	The warranties given by the MNACT Trustee and the MNACT Manager in connection with the Trust Scheme set out in Clauses 9.2, 9.4 and Schedule 3 of the Implementation Agreement
"**MNAPML**"	:	Mapletree North Asia Property Management Limited
"**NAV**"	:	Net Asset Value
"**NLA**"	:	Net Lettable Area
"**Notice of EGM**"	:	The notice of the EGM, as set out in Appendix P to this Scheme Document
"**Notice of Trust Scheme Meeting**"	:	The notice of the Trust Scheme Meeting, as set out in Appendix S to this Scheme Document
"**NPI**"	:	Net Property Income
"**OCBC Securities**"	:	OCBC Securities Private Limited
"**Odd Lots Trade**"	:	(i) An aggregate of 99 or less MCT Units bought in a single day; and/or (ii) an aggregate of 99 or less MCT Units sold in a single day
"**Odd Lots Trading Arrangement**"	:	The trading of odd lots of MCT Units
"**Odd Lots Trading Brokerage Fee Arrangement**"	:	Has the meaning ascribed to it in Paragraph 19.1 of the Letter to MNACT Unitholders
"**Offer**"	:	A voluntary conditional offer to acquire all the MNACT Units
"**Offeror's Letter**"	:	The letter from the MCT Manager to MNACT Unitholders as set out in Appendix B to this Scheme Document
"**Official List**"	:	The list of issuers maintained by SGX-ST in relation to the Main Board of the SGX-ST
"**Overseas MNACT Unitholders**"	:	MNACT Unitholders whose registered addresses (as recorded in the Register of MNACT Unitholders or in the records maintained by CDP for the service of notice and documents) are outside Singapore

"**P/NAV**"	:	Price-to-NAV
"**Parties**"	:	The parties to the Implementation Agreement, being the MCT Trustee, the MCT Manager, the MNACT Trustee and the MNACT Manager, and "**Party**" means any one of them
"**Phillip Securities**"	:	Phillip Securities Pte Ltd
"**Preferential Offering**"	:	The pro-rata non-renounceable preferential offering of up to 1,094 million MCT Units to MCT Unitholders at an issue price of S$2.0039 per MCT Unit
"**Preferential Offering Record Date**"	:	Has the meaning ascribed to it in Paragraph 3.2(a)(iv) of the Letter to MNACT Unitholders
"**Preferential Offering Units**"	:	The 1,094 million MCT Units to be offered to the MCT Unitholders under the Preferential Offering
"**Property Funds Appendix**"	:	Appendix 6 (Property Funds Appendix) of the Code on Collective Investment Schemes
"**Proxy Form A (EGM)**"	:	The proxy form for the EGM
"**Proxy Form B (Trust Scheme Meeting)**"	:	The proxy form for the Trust Scheme Meeting
"**Record Date**"	:	The date to be announced (before the Effective Date) by the MNACT Manager on which the Register of MNACT Unitholders will be closed in order to determine the entitlements of MNACT Unitholders in respect of the Trust Scheme
"**Register of MNACT Unitholders**"	:	The register showing all MNACT Unitholders at any one time
"**REIT**"	:	Real Estate Investment Trust
"**Relevant Date**"	:	The date falling on the Business Day immediately preceding the Effective Date
"**Relevant Forms**"	:	The account opening forms of OCBC Securities and any other documentation as may be prescribed by OCBC Securities in their absolute discretion

"**Relevant Intermediary**"	:	(a) A banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds MNACT Units in that capacity; (b) a person holding a capital markets services licence to provide custodial services for securities under the SFA, and who holds MNACT Units in that capacity; or (c) the Central Provident Fund Board established by the CPF Act, in respect of MNACT Units purchased under the subsidiary legislation made under the CPF 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 Central Provident Fund Board holds those MNACT Units in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation
"**Revision Joint Announcement**"	:	The revision joint announcement by the MNACT Manager and the MCT Manager in relation to the revised terms of the Trust Scheme released on 21 March 2022
"**RMB**"	:	Renminbi, being the lawful currency of the People's Republic of China
"**Rules of Court**"	:	The Rules of Court 2021
"**S$**" or "**SGD**" and "**cents**"	:	Singapore dollars and cents, respectively, being the lawful currency of Singapore
"**Scheme Consideration**"	:	Has the meaning ascribed to it in Paragraph 1.3 of the Letter to MNACT Unitholders
"**Scheme Document**"	:	This document dated 29 April 2022 and any other document(s) which may be issued by or on behalf of the MNACT Manager to amend, revise, supplement or update the document(s) from time to time
"**Scheme Issue Price**"	:	The issue price of S$2.0039 per MCT Unit, being the 1-day VWAP per MCT Unit as at the Last Trading Day
"**Scheme Settlement Date**"	:	The date falling not later than seven Business Days after the Effective Date

"**Scrip-Only Consideration**"		The option for MNACT Unitholders to elect to receive the Scheme Consideration in the form of 0.5963 Consideration Units at the Scheme Issue Price of S$2.0039, being the 1-day VWAP per MCT Unit as at the Last Trading Day, for each MNACT Unit
"**SDG**"	:	United Nations Sustainable Development Goals set up by the United Nations General Assembly
"**Securities Account**"	:	The relevant securities account maintained by a depositor with CDP but does not include a securities sub-account
"**Securities and Futures Act**" or "**SFA**"	:	Securities and Futures Act 2001 of Singapore, as amended or modified from time to time
"**SGX-ST**"	:	Singapore Exchange Securities Trading Limited
"**SGXNET**"	:	The website of the SGX-ST at www.sgx.com/securities/company-announcements
"**SIAS**"	:	Securities Investors Association (Singapore)
"**SIC**"	:	Securities Industry Council of Singapore
"**Sponsor Lock-Up Undertaking**"	:	The irrevocable undertaking executed by MIPL on 21 March 2022 in favour of the MCT Manager, pursuant to which MIPL agreed to a voluntary six-month lock-up of the unitholdings of the MIPL Entities in the Merged Entity following the completion of the Trust Scheme or the Preferential Offering (whichever is earlier)
"**sq ft**"	:	Square feet
"**SRS**"	:	Supplementary Retirement Scheme
"**SRS Agent Banks**"	:	Agent banks included under the SRS
"**SRS Investors**"	:	Investors who have purchased MNACT Units using their SRS contributions pursuant to the SRS
"**Suffolk**"	:	Suffolk Assets Pte. Ltd.
"**Supplemental Implementation Agreement**"	:	The supplemental implementation agreement dated 28 January 2022 entered into between the MNACT Trustee, the MNACT Manager, the MCT Trustee and the MCT Manager to amend the Implementation Agreement
"**Surviving Provisions**"	:	Clauses 1, 10.2, 11, 12, 13, 14, 15, 16 and 17 (save for Clause 17.1) of the Implementation Agreement

"**Switch Option**"	:	Has the meaning ascribed to it in Paragraph 4.8 of the Letter to MNACT Unitholders
"**S-REIT**"	:	Singapore REIT
"**TCFD**"	:	Task Force on Climate-Related Financial Disclosures
"**Third Parties**"	:	Certain financial institutions which have extended banking or credit facilities to any MNACT Group Entity or have entered into derivative arrangements with any MNACT Group Entity or otherwise have financial arrangements with any MNACT Group Entity
"**Title Documents**"	:	Documents of title (including land grants, leases, building agreements and agreements to lease) relating to the MCT Properties or the MNACT Properties, as the case may be, and "**Title Document**" means any of such documents
"**TPG**"	:	The Pinnacle Gangnam
"**Trust Scheme**"	:	The trust scheme of arrangement by which all of the MNACT Units are to be transferred to the MCT Trustee substantially on the terms and conditions set out in the Implementation Agreement
"**Trust Scheme Court Order**"	:	The order of the Court sanctioning the Trust Scheme under Order 32 of the Rules of Court
"**Trust Scheme Meeting**"	:	The meeting of MNACT Unitholders to be convened by order of the Court to approve the Trust Scheme or any adjournment thereof, notice of which is set out in Appendix S to this Scheme Document, and any adjournment thereof
"**Trust Scheme Meeting Court Orders**"	:	The order of the Court dated 21 February 2022 convening the Trust Scheme Meeting and the order of the Court dated 11 April 2022 extending the deadline by which the Trust Scheme Meeting is to be convened by and containing further orders in relation to the conduct of the Trust Scheme Meeting
"**Trust Scheme Resolution**"	:	The resolution of MNACT Unitholders to approve the Trust Scheme
"**UK AIFMR**"	:	United Kingdom's Alternative Investment Fund Managers Regulations 2013 (as amended)

"**Unit Registrar**"	:	Boardroom Corporate & Advisory Services Pte. Ltd. with its registered office at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632, the unit registrar of MNACT
"**Unsolicited Offer**"	:	Has the meaning ascribed to it in Paragraph 4.7(b) of the Letter to MNACT Unitholders
"**Virtual Information Session**"	:	The virtual information session to be held by the MNACT Manager in respect of the Merger and the Trust Scheme with MNACT Unitholders, with SIAS as the moderator
"**Virtual Information Session Questions Deadline**"	:	Has the meaning ascribed to it in Paragraph 21.2 of the Letter to MNACT Unitholders
"**Virtual Information Session Registration Deadline**"	:	Has the meaning ascribed to it in Paragraph 21.2(a) of the Letter to MNACT Unitholders
"**VWAP**"	:	Volume Weighted Average Price
"**WALE**"	:	Weighted Average Lease Expiry
"**Whitewash Resolution**"	:	The resolution by way of poll for the majority of holders of voting rights of MCT to waive their rights to receive a general offer from MIPL
"**Whitewash Waiver**"	:	The extended Initial Whitewash Waiver to include the waiver of the mandatory offer obligation which would arise from the MIPL Entities' acquisition of the Preferential Offering Units
"**%**"	:	Per centum or percentage

The terms "**acting in concert**" and "**concert parties**" shall have the meanings ascribed to them in the Code.

In this Scheme Document, the term "**MNACT Independent Director**" refers to a MNACT Director who is independent for the purposes of the Trust Scheme (whether or not he is an independent director for the purposes of the Securities and Futures (Licensing and Conduct of Business) Regulations and the Listing Manual).

The terms "**Depositor**", "**Depository Agent**", "**Depository Register**" and "**sub-account holder**" shall have the meanings ascribed to them respectively in Section 81SF of the SFA.

The terms "**subsidiary**" and "**related corporation**" shall have the meanings ascribed to them in Sections 5 and 6 of the Companies Act.

The headings in this Scheme Document are for ease of reference only and shall be ignored in construing this Scheme Document.

Words importing the singular only shall, where applicable, include the plural and *vice versa*. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall include corporations.

Any reference to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act, the SFA, the Listing Manual or the Code or any modification thereof and used in this Scheme Document shall, where applicable, have the same meaning assigned to it under the Companies Act, the SFA, the Listing Manual or the Code or any modification thereof, as the case may be, unless otherwise provided.

Any reference to any document or agreement shall include a reference to such document or agreement as amended, modified, supplemented and/or varied from time to time.

Any reference to a time of day and date in this Scheme Document shall be a reference to Singapore time of day and date respectively, unless otherwise specified.

The pro forma financial effects of the Merger on MNACT and all references to the pro forma financial information on MCT and/or MNACT are for illustrative purposes only; they are not intended to be nor shall they constitute profit forecasts.

For the avoidance of doubt, where in this Scheme Document there is a reference to an event occurring on, as at, prior to or from the date of the Implementation Agreement, such date means 31 December 2021.

In this Scheme Document, a symbol 'x' that immediately follows a number, is a reference to the times or multiplication of that number. Any discrepancies in figures included in this Scheme Document between the listed amounts shown and the totals thereof and/or the respective percentages are due to rounding. Accordingly, figures shown as totals in this Scheme Document may not be an arithmetic aggregation of the figures that precede them.

In this Scheme Document, the total number of MNACT Units as at 31 December 2021 and the Latest Practicable Date is 3,527,974,156. Unless stated otherwise, all references to percentage unitholding in the capital of MNACT in this Scheme Document are based on 3,527,974,156 MNACT Units as at the Latest Practicable Date.

CAUTIONARY NOTES

Forward Looking Statements.

All statements other than statements of historical facts included in this Scheme Document are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as "seek", "expect", "anticipate", "estimate", "believe", "intend", "project", "plan", "strategy", "forecast" and similar expressions or future or conditional verbs such as "will", "would", "should", "could", "may" and "might". These statements reflect the MNACT Manager's or the MCT Manager's (as the case may be) current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements. Given the risks and uncertainties that may cause actual results or outcomes to differ materially from those expressed or implied in such forward-looking statements, MNACT Unitholders and investors of MNACT and MCT should not place undue reliance on such forward-looking statements, and none of the MNACT Manager, the MNACT Trustee, the MCT Manager, the MCT Trustee, the MNACT Financial Adviser and the MCT Financial Adviser undertakes any obligation to update publicly or revise any forward-looking statements.

No representation, warranty or covenant, express or implied, is made by the MNACT Manager, the MNACT Trustee or the MNACT Financial Adviser or any of their respective affiliates, directors, officers, employees, agents, representatives or advisers as to the accuracy or completeness of the information relating to the pro forma distribution per MNACT Unit and pro forma NAV per MNACT Unit contained in this Scheme Document and nothing contained in this Scheme Document is or should be relied upon as a promise, representation or covenant by any of the aforementioned persons.

The timetable for the events which are scheduled to take place after the EGM and the Trust Scheme Meeting is indicative only and is subject to change. Any changes (including any determination of the relevant dates) to the timetable below will be announced. Please refer to future SGXNET announcement(s) by the MNACT Manager for the exact dates of these events. All dates and times referred to above are Singapore dates and times.

The EGM and the Trust Scheme Meeting will be held by way of electronic means as a precautionary measure due to the constantly evolving coronavirus disease 2019 ("**COVID-19**") situation in Singapore and the unpredictable nature of COVID-19. Accordingly, MNACT Unitholders will not be able to attend the EGM and the Trust Scheme Meeting in person.

EGM AND TRUST SCHEME MEETING[(1)]

Notice of EGM and Notice of Trust Scheme Meeting	:	Friday, 29 April 2022
Virtual Information Session[(2)]	:	Monday, 9 May 2022, 6.00 p.m.
Last date and time for submission of all substantial and relevant questions[(3)]	:	Saturday, 14 May 2022, 2.30 p.m.
Date which the MNACT Manager will endeavour to publish the responses to all substantial and relevant questions received by 2.30 p.m. on 14 May 2022 by the MNACT Manager	:	Tuesday, 17 May 2022[(4)]
Last date and time for pre-registration for EGM and Trust Scheme Meeting[(5)]	:	Friday, 20 May 2022, 2:30 p.m.
Last date and time for lodgement of Proxy Form A (EGM)	:	Friday, 20 May 2022, 2.30 p.m.[(6)(7)]
Last date and time for lodgement of Proxy Form B (Trust Scheme Meeting)	:	Friday, 20 May 2022, 3.00 p.m.[(6)(7)]
Date and time of EGM	:	Monday, 23 May 2022, 2.30 p.m.
Date and time of Trust Scheme Meeting	:	Monday, 23 May 2022, 3.00 p.m. (or as soon thereafter following the conclusion of the EGM, whichever is later)
Date of Court hearing of the application to sanction the Trust Scheme	:	Monday, 27 June 2022[(8)]
Last day of trading of the MNACT Units	:	Tuesday, 28 June 2022
Record Date in order to determine the entitlements of MNACT Unitholders in respect of the Trust Scheme	:	Thursday, 30 June 2022, 5.00 p.m.
Election Period (in respect of the Scheme Consideration) for Entitled MNACT Unitholders	:	Tuesday, 5 July 2022 to Tuesday, 19 July 2022
Preferential Offering Record Date	:	Monday, 25 July 2022, 5.00 p.m.
Application Period (in respect of the Preferential Offering) for MCT Unitholders[(9)]	:	Thursday, 28 July 2022 to Friday, 5 August 2022

Relevant Date	:	Friday, 5 August 2022[(10)]
Effective Date	:	Monday, 8 August 2022[(10)]
Date of crediting and issuance of Preferential Offering Units	:	Tuesday, 16 August 2022
Date and time of commencement of trading of the Preferential Offering Units	:	Tuesday, 16 August 2022, 9.00 a.m.
Date for the payment of the Cash-Only Consideration and/or the cash component of the Cash-and-Scrip Consideration (as the case may be)	:	Wednesday, 17 August 2022
Date of the crediting and issuance of the Consideration Units	:	Wednesday, 17 August 2022
Date and time of commencement of trading of the Consideration Units	:	Wednesday, 17 August 2022, 9.00 a.m.
Date for the delisting of MNACT	:	Friday, 19 August 2022

Notes:

(1) The Trust Scheme Meeting will only be convened if the MNACT Trust Deed Amendments Resolution is passed by way of an Extraordinary Resolution at the EGM.

(2) The MNACT Manager intends to hold a Virtual Information Session in respect of the Merger and the Trust Scheme with MNACT Unitholders, with SIAS as the moderator. MNACT Unitholders will be able to participate in the Virtual Information Session through a live question and answer session with the MNACT Manager. A link to access the recording of the Virtual Information Session will be uploaded on SGXNET and the website of MNACT by 2.30 p.m. on Tuesday, 17 May 2022.

(3) MNACT Unitholders who wish to submit questions in advance of the EGM and the Trust Scheme Meeting related to the resolutions to be tabled for approval at the EGM and the Trust Scheme Meeting, respectively, to the Chairman of the EGM and the Chairman of the Trust Scheme Meeting (as the case may be), should submit their questions in the following manner, and be received no later than 2.30 p.m. on Saturday, 14 May 2022: (i) by post to the office of the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; (ii) via the pre-registration website at go.lumiengage.com/mnactegmsm2022; or (iii) via electronic mail to the MNACT Manager, at enquiries_mnact@mapletree.com.sg.

MNACT Unitholders, CPFIS Investors and SRS Investors who attend the EGM and the Trust Scheme Meeting and wish to ask questions may submit text-based questions during the Live Webcast within a prescribed time limit, via the online chat box through the live audio-visual webcast platform.

(4) The MNACT Manager will publish the responses to the substantial and relevant questions received on or before 2.30 p.m. on Saturday, 14 May 2022, on MNACT's website at www.mapletreenorthasiacommercialtrust.com and on SGXNET prior to the EGM and the Trust Scheme Meeting by 2.30 p.m. (in the case of the EGM) and 3.00 p.m. (in the case of the Trust Scheme Meeting) on Tuesday, 17 May 2022.

(5) As a precautionary measure due to the constantly evolving COVID-19 situation in Singapore, the EGM and the Trust Scheme Meeting will be convened by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Accordingly, MNACT Unitholders will not be able to attend the EGM and/or the Trust Scheme Meeting in person. MNACT Unitholders who wish to attend the the EGM and the Trust Scheme Meeting must register online at go.lumiengage.com/mnactegmsm2022 by Friday, 20 May 2022, 2.30 p.m.. Please refer to Paragraphs 14 and 15 of the Letter to MNACT Unitholders and the Notice of the EGM and the Notice of the Trust Scheme Meeting, as set out in Appendix P and Appendix S respectively for more details.

(6) The EGM and the Trust Scheme Meeting will be held solely by way of electronic means.

(7) A MNACT Unitholder (whether individual or corporate) must appoint the Chairman of the EGM or the Chairman of the Trust Scheme Meeting, as the case may be, as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM or the Trust Scheme Meeting if such MNACT Unitholder wishes to exercise his/her/its voting rights at the EGM or the Trust Scheme Meeting. Each of the Proxy Form A (EGM) and the Proxy Form B (Trust Scheme Meeting) appointing the Chairman of the EGM or the Chairman of the Trust Scheme Meeting (as the case may be) as proxy must be submitted in the following manner:

(a) if submitted by post, be lodged at the office of the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or

(b) if submitted electronically, be submitted via email to srs.teamd@boardroomlimited.com,

in either case, by:

(i) 2.30 p.m. on Friday, 20 May 2022, being 72 hours before the time fixed for the EGM in the case of Proxy Form A (EGM); or

(ii) 3.00 p.m. on Friday, 20 May 2022, being 72 hours before the time fixed for the Trust Scheme Meeting in the case of Proxy Form B (Trust Scheme Meeting).

The proxy forms can be downloaded from SGXNET or MNACT's website at www.mapletreenorthasiacommercialtrust.com.

A MNACT Unitholder who wishes to submit a proxy form must first complete and sign the relevant proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

MNACT Unitholders are strongly encouraged to submit completed Proxy Forms A (EGM) and Proxy Forms B (Trust Scheme Meeting) electronically via email.

(8) The date of the Court hearing of the application to sanction the Trust Scheme will depend on the date that is allocated by the Court.

(9) The application period for the Preferential Offering is expected to commence shortly after the conclusion of the Election Period for the Trust Scheme.

(10) The Trust Scheme will become effective upon the written notification to the Monetary Authority of Singapore of the grant of the order of the Court sanctioning the Trust Scheme under Order 32 of the Rules of Court, which shall be effected by or on behalf of the MCT Manager (i) on a date to be mutually agreed in writing between the MCT Manager and the MNACT Manager, being a date within 30 Business Days from the date that the last of the Conditions set out in Paragraphs 4.3(a)(i) (*Unitholders' Approvals*), 4.3(a)(ii) (*Regulatory Approvals*), 4.3(a)(iii) (*Tax Approvals*), 4.3(a)(viii) (*Authorisations and Consents*) and 4.3(a)(ix) (*Third Parties*) of the Letter to MNACT Unitholders has been satisfied or waived (as the case may be) in accordance with the terms of the Implementation Agreement, or such longer period as the MCT Manager and the MNACT Manager may agree in writing and (ii) provided that the Conditions set out in Paragraphs 4.3(a)(iv) (*No Legal or Regulatory Restraint*), 4.3(a)(v) (*No Prescribed Occurrence*), 4.3(a)(vi) (*No Breach of Warranties*) and 4.3(a)(vii) (*No Material Adverse Effect*) of the Letter to MNACT Unitholders have been satisfied or waived (as the case may be) on the Relevant Date, in accordance with the terms of the Implementation Agreement.

CORPORATE INFORMATION

MNACT MANAGER	:	Mapletree North Asia Commercial Trust Management Ltd.
MNACT DIRECTORS	:	Mr. Paul Ma Kah Woh (Non-Executive Chairman and Director) Mr. Lawrence Wong Liang Ying (Lead Independent Non-Executive Director) Ms. Tan Su Shan (Independent Non-Executive Director) Ms. Chiang Sui Fook Lilian (Independent Non-Executive Director) Mr. Chua Kim Chiu (Independent Non-Executive Director) Mr. Pascal Jean-Louis Lambert (Independent Non-Executive Director) Mr. Kevin Kwok (Non-Executive Director) Mr. Lok Vi Ming (Non-Executive Director) Mr. Michael Kok Pak Kuan (Non-Executive Director) Mr. Chua Tiow Chye (Non-Executive Director) Ms. Wendy Koh Mui Ai (Non-Executive Director) Ms. Cindy Chow Pei Pei (Executive Director and Chief Executive Officer)
COMPANY SECRETARIES	:	Mr. Wan Kwong Weng Ms. See Hui Hui
REGISTERED OFFICE OF THE MNACT MANAGER	:	10 Pasir Panjang Road #13-01 Mapletree Business City Singapore 117438
MNACT TRUSTEE	:	DBS Trustee Limited 12 Marina Boulevard Level 44 DBS Asia Central@Marina Bay Financial Centre Tower 3 Singapore 018982
UNIT REGISTRAR AND UNIT TRANSFER OFFICE	:	Boardroom Corporate & Advisory Services Pte. Ltd. 1 Harbourfront Avenue #14-07 Keppel Bay Tower Singapore 098632

CORPORATE INFORMATION

LEGAL ADVISER TO THE MNACT MANAGER	:	Allen & Overy LLP 50 Collyer Quay #09-00 OUE Bayfront Singapore 049321
LEGAL ADVISER TO THE MNACT TRUSTEE	:	Rajah & Tann Singapore LLP 9 Straits View #06-07 Marina One West Tower Singapore 018937
FINANCIAL ADVISER TO THE MNACT MANAGER	:	The Hongkong and Shanghai Banking Corporation Limited, Singapore Branch 10 Marina Boulevard Marina Bay Financial Centre Tower 2 Singapore 018983
INDEPENDENT FINANCIAL ADVISER TO THE MNACT INDEPENDENT DIRECTORS AND TO THE MNACT TRUSTEE	:	Deloitte & Touche Corporate Finance Pte Ltd 6 Shenton Way #33-00 OUE Downtown 2 Singapore 068809
MNACT AUDITOR	:	PricewaterhouseCoopers LLP 7 Straits View Level 12 Marina One, East Tower Singapore 018936
MNACT 805 AUDITOR	:	KPMG LLP 16 Raffles Quay #22-00 Hong Leong Building Singapore 048581

MAPLETREE NORTH ASIA COMMERCIAL TRUST

(Constituted in the Republic of Singapore pursuant to a Trust Deed dated 14 February 2013 (as amended))

Managed by

Mapletree North Asia Commercial Trust Management Ltd.

Directors of the MNACT Manager:

Mr. Paul Ma Kah Woh
(Non-Executive Chairman and Director)
Mr. Lawrence Wong Liang Ying
(Lead Independent Non-Executive Director)
Ms. Tan Su Shan
(Independent Non-Executive Director)
Ms. Chiang Sui Fook Lilian
(Independent Non-Executive Director)
Mr. Chua Kim Chiu
(Independent Non-Executive Director)
Mr. Pascal Jean-Louis Lambert
(Independent Non-Executive Director)
Mr. Kevin Kwok
(Non-Executive Director)
Mr. Lok Vi Ming
(Non-Executive Director)
Mr. Michael Kok Pak Kuan
(Non-Executive Director)
Mr. Chua Tiow Chye
(Non-Executive Director)
Ms. Wendy Koh Mui Ai
(Non-Executive Director)
Ms. Cindy Chow Pei Pei
(Executive Director and Chief Executive Officer)

Registered Office:

10 Pasir Panjang Road
#13-01 Mapletree Business City
Singapore 117438

29 April 2022

To: MNACT Unitholders

Dear Sir/Madam

(1) **THE PROPOSED MNACT TRUST DEED AMENDMENTS; AND**

(2) **THE PROPOSED MERGER OF MAPLETREE NORTH ASIA COMMERCIAL TRUST AND MAPLETREE COMMERCIAL TRUST BY WAY OF A TRUST SCHEME OF ARRANGEMENT**

1. INTRODUCTION

1.1 Purpose

The purpose of this Scheme Document is to set out information pertaining to the proposed MNACT Trust Deed Amendments and the Trust Scheme, to seek approval from MNACT Unitholders for the proposed MNACT Trust Deed Amendments and the Trust Scheme, and to give MNACT Unitholders notice of both the EGM and the Trust Scheme Meeting.

1.2 Overview of the Merger and the Trust Scheme

On 31 December 2021, the Joint Announcement[1] regarding the Merger, which shall be effected through the acquisition by MCT of all the MNACT Units by way of a trust scheme of arrangement, was released.

On 28 January 2022, the Initial Whitewash Announcement[1] regarding the Initial Whitewash Waiver and the entry into the Supplemental Implementation Agreement was released.

On 21 March 2022, the Revision Joint Announcement[1] regarding the provision of the Cash-Only Consideration (an alternative option for MNACT Unitholders to receive the Scheme Consideration and also the default form of the Scheme Consideration), the Whitewash Waiver, the Preferential Offering (to fund the Cash-Only Consideration option) and the extension of the Long-Stop Date was released.

The Whitewash Waiver relates to the waiver of the obligation of the Concert Party Group to make a mandatory general offer for MCT under Rule 14 of the Code should the obligation to do so arise as a result of them acquiring MCT Units which carry more than 1.0% of the voting rights in MCT following (i) the Merger via the Trust Scheme and (ii) the Preferential Offering.

1.3 Overview of the Scheme Consideration and the Rationale of the Merger

Pursuant to the Trust Scheme, all Entitled MNACT Unitholders will be entitled to receive for each MNACT Unit held by them as at 5.00 p.m. on the Record Date, the following consideration (the "**Scheme Consideration**"), at their election:

(a) **Scrip-Only Consideration**: 0.5963 Consideration Units at the Scheme Issue Price of S$2.0039; **or**

(b) **Cash-and-Scrip Consideration**: S$0.1912 in cash and 0.5009 Consideration Units at the Scheme Issue Price of S$2.0039; **or**

(c) **Cash-Only Consideration**: S$1.1949 in cash,

in accordance with the terms of the Implementation Agreement. The Cash-Only Consideration will be the default form of the Scheme Consideration.

[1] Copies of the Joint Announcement, the Initial Whitewash Announcement and the Revision Joint Announcement are available on MNACT's website at www.mapletreenorthasiacommercialtrust.com and SGXNET at www.sgx.com/securities/company-announcements.

The Scheme Issue Price of S$2.0039 per Consideration Unit may not be equivalent to the market price of, nor reflective of the fair value of, the Consideration Units as at the Effective Date and/or Scheme Settlement Date.

Each Consideration Unit may, depending on market conditions and sentiments, trade above or below the Scheme Issue Price of each Consideration Unit of S$2.0039.

MNACT Unitholders should note that certain events, e.g. the COVID-19 pandemic (which has been ongoing for the past 2 years and is still constantly evolving) and the Russia-Ukraine conflict, may impact market conditions and sentiments and thereby the trading price of the Consideration Units.

The MNACT Manager and the MCT Manager believe that the Merger will be transformative, and upon completion, will create a flagship commercial REIT in Asia with stability and scale across key Asian gateway markets. The Merger is beneficial from strategic, operational and financial perspectives and the Merged Entity will be well positioned to navigate the changing macro environment and capitalise on an expected recovery from COVID-19.

1.4 Summary of Approvals Sought

(a) **MNACT Trust Deed Amendments Resolution**

The MNACT Manager is convening the EGM to seek approval of MNACT Unitholders by way of an Extraordinary Resolution (i.e. a resolution passed by MNACT Unitholders consisting of not less than 75% of the total number of votes held by MNACT Unitholders present and voting by proxy) for the MNACT Trust Deed Amendments Resolution to effect the MNACT Trust Deed Amendments to facilitate the implementation of the Trust Scheme.

Please refer to Paragraph 5 for further details on the MNACT Trust Deed Amendments.

(b) **Trust Scheme Resolution**

In addition, the MNACT Manager is convening the Trust Scheme Meeting to seek the approval of a majority in number of MNACT Unitholders representing at least three-fourths (75%) in value of the MNACT Units held by MNACT Unitholders present and voting by proxy at the Trust Scheme Meeting for the Trust Scheme Resolution.

The Trust Scheme Resolution is contingent upon the approval of the MNACT Trust Deed Amendments Resolution at the EGM. In the event that the MNACT Trust Deed Amendments Resolution is not passed at the EGM, the MNACT Manager will not proceed with the convening of the Trust Scheme Meeting. This means that the Trust Scheme cannot be implemented by the MNACT Manager and the MCT Manager unless both the MNACT Trust Deed Amendments Resolution and the Trust Scheme Resolution are passed at the EGM and the Trust Scheme Meeting, respectively.

In addition, the Trust Scheme will only come into effect if all the Conditions set out in Paragraph 4.3 have been satisfied or, as the case may be, waived in accordance with the Implementation Agreement.

2. THE MERGER AND THE TRUST SCHEME

2.1 Terms of the Trust Scheme

(a) **Terms of the Trust Scheme**

(i) **The Trust Scheme**: The Trust Scheme is to be effected in accordance with the Code and the MNACT Trust Deed, subject to the terms and conditions of the Implementation Agreement.

Upon the Trust Scheme becoming effective and binding in accordance with its terms, all the MNACT Units will be transferred to the MCT Trustee fully paid, free from all Encumbrances and together with all rights, benefits and entitlements attaching on and from the date of the Implementation Agreement and thereafter attaching thereto, including the right to receive and retain all rights and other distributions (if any) declared or to be declared by the MNACT Manager on or after the date of the Implementation Agreement (except for the MNACT Permitted Distributions), such that on the Scheme Settlement Date, the MCT Trustee shall hold 100% of the MNACT Units.

(ii) **The Scheme Consideration**: In consideration of the transfer of the MNACT Units referred to in Paragraph 2.1(a)(i) above, each of the MCT Trustee and the MCT Manager agrees that, subject to the Trust Scheme becoming effective in accordance with its terms, all Entitled MNACT Unitholders will be entitled to receive for each MNACT Unit held by them at 5.00 p.m. on the Record Date, the following Scheme Consideration, at their election:

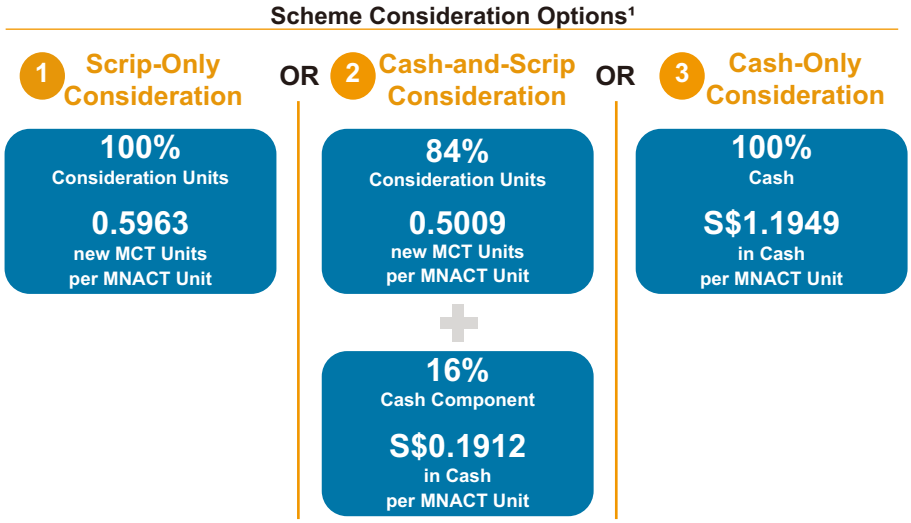
(A) **Scrip-Only Consideration:** 0.5963 Consideration Units at the Scheme Issue Price of S$2.0039; **OR**

(B) **Cash-and-Scrip Consideration:** S$0.1912 in cash and 0.5009 Consideration Units at the Scheme Issue Price of S$2.0039; **OR**

(C) **Cash-Only Consideration:** S$1.1949 in cash,

in accordance with the terms and conditions of the Implementation Agreement. Based on the Scheme Issue Price of S$2.0039 per Consideration Unit, the implied value of the Scrip-Only Consideration and the implied value of the Cash-and-Scrip Consideration is equivalent[2] to the Cash-Only Consideration of S$1.1949 per MNACT Unit.

[2] The implied value of the Scrip-Only Consideration and the implied value of the Cash-and-Scrip Consideration of S$1.1949 is computed by multiplying the illustrative value of one new MCT Unit at the Scheme Issue Price of S$2.0039, which is determined by reference to the 1-day VWAP per MCT Unit as at the Last Trading Day (i) by 0.5963x under the Scrip-Only Consideration or (ii) by 0.5009x, plus the cash component of S$0.1912 under the Cash-and-Scrip Consideration.



Note:

(1) MIPL, as the sponsor of MCT and MNACT, has provided an undertaking to elect to receive Scrip-Only Consideration in respect of all its MNACT Units.

For the avoidance of doubt, Entitled MNACT Unitholders are only entitled to elect to receive only one form of the Scheme Consideration, being the Scrip-Only Consideration OR the Cash-and-Scrip Consideration OR the Cash-Only Consideration, in respect of their entire holdings of MNACT Units held as at 5.00 p.m. on the Record Date. No combination of different forms of the Scheme Consideration is permitted.

The Cash-Only Consideration will be the default form of the Scheme Consideration. MNACT Unitholders who do not make any election or fail to make a valid election for the Scrip-Only Consideration, Cash-and-Scrip Consideration or Cash-Only Consideration shall be deemed to have elected to receive the Cash-Only Consideration if the Trust Scheme becomes effective in accordance with its terms.

MIPL, the Sponsor of both MCT and MNACT, will, through the MIPL Entities, elect to receive the Scrip-Only Consideration in respect of all its MNACT Units and has provided an undertaking to the MCT Manager to receive 100.0% Scrip-Only Consideration.

The aggregate cash component of the Cash-and-Scrip Consideration or the Cash-Only Consideration (as the case may be) to be paid to each MNACT Unitholder shall be rounded to the nearest S$0.01. The number of Consideration Units which each MNACT Unitholder shall be entitled to pursuant to the Trust Scheme, based on the number of MNACT Units held by such MNACT Unitholder as at the Record Date, shall be rounded down to the nearest whole number, and fractional entitlements shall be disregarded.

By way of illustration, if the Trust Scheme becomes effective in accordance with its terms, an MNACT Unitholder holding 1,000 MNACT Units as at the Record Date will receive:

- 596 Consideration Units; or
- 500 Consideration Units and S$191.20 in cash; or
- S$1,194.90 in cash.

Based on an issue price of S$2.0039 per MCT Unit (being the 1-day VWAP of MCT Units as at the Last Trading Day), the Scheme Consideration is S$1.1949 and implies a gross exchange ratio of 0.5963x. For reference, the closing price of MCT Units as at the Last Trading Day is S$2.0000.

The Scheme Issue Price of S$2.0039 per Consideration Unit may not be equivalent to the market price of, nor reflective of the fair value[3] of, the Consideration Units at the Effective Date and/or Scheme Settlement Date.

Each Consideration Unit may, depending on market conditions and sentiments, trade above or below the Scheme Issue Price of each Consideration Unit of S$2.0039[4].

For the avoidance of doubt, the Scheme Consideration that will be received by MNACT Unitholders for each MNACT Unit held by them as at 5.00 p.m. on the Record Date under the Trust Scheme will be (i) 0.5963 Consideration Units (Scrip-Only Consideration) or (ii) 0.5009 Consideration Units and S$0.1912 in cash (Cash-and-Scrip Consideration) or (iii) S$1.1949 in cash (Cash-Only Consideration).

The MCT Manager has reserved the right to adjust the Scheme Consideration by reducing the Cash-Only Consideration, the cash component of the Cash-and-Scrip Consideration, the unit component of the Cash-and-Scrip Consideration, the Scrip-Only Consideration or by any combination of the foregoing, if and to the extent any distribution in excess of the MNACT Permitted Distributions is declared, made or paid by the MNACT Manager on or after the Joint Announcement Date.

As MNACT Unitholders may receive odd lots of MCT Units as part of the consideration for their MNACT Units pursuant to the Trust Scheme, the MNACT Manager has put in place arrangements to facilitate the trading of odd lots so that MNACT Unitholders who wish to round up or down their unitholding to the nearest board lot size of MCT Units (i.e. in multiples of 100 MCT Units) can do so. Please refer to Paragraph 19 of this Scheme Document for further details of the arrangements which have been put in place by the MNACT Manager for the trading of odd lots of MCT Units.

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[3] Based on the Scheme Consideration which will be accounted accordingly in the financial statements of the MCT Group in compliance with its accounting policies.

[4] For reference, the closing price of a MCT Unit on the Latest Practicable Date is S$1.87.

(b) Permitted Distributions

Subject to the terms and conditions of the Implementation Agreement, the MNACT Manager and the MCT Manager are permitted to declare, make or pay distributions to the MNACT Unitholders and the MCT Unitholders and (as the case may be) only if such distributions by:

(i) the MNACT Manager, in respect of MNACT, were declared, paid or made to MNACT Unitholders in the ordinary course of business in respect of the period from 1 April 2021 up to the day immediately before the Effective Date (including any capital distribution or clean-up distribution to the MNACT Unitholders in respect of the period from the day following the latest completed financial half-year of MNACT preceding the Effective Date, up to the day immediately before the Effective Date), being the "**MNACT Permitted Distributions**"; and

(ii) the MCT Manager, in respect of MCT, were declared, paid or made to MCT Unitholders in the ordinary course of business in respect of the period from 1 October 2021 up to the day immediately before the Effective Date (including any capital distribution or clean-up distribution to the MCT Unitholders in respect of the period from the day following the latest completed financial half-year of MCT preceding the Effective Date, up to the day immediately before the Effective Date), being the "**MCT Permitted Distributions**".

For the avoidance of doubt and without prejudice to MCT Manager's right to adjust the Scheme Consideration, if and to the extent any distribution in excess of the MNACT Permitted Distributions is declared, made or paid by the MNACT Manager on or after the Joint Announcement Date, as described in Paragraph 2.1(a)(ii) above, the MNACT Manager and the MCT Manager shall be entitled to declare, make or pay the MNACT Permitted Distributions and the MCT Permitted Distributions (as the case may be) without any adjustment to the Scheme Consideration.

MNACT Unitholders shall have the right to receive and retain the MNACT Permitted Distributions in addition to the Scheme Consideration, regardless of which form of Scheme Consideration they elect for.

The MCT Manager has reserved the right to adjust the Scheme Consideration by reducing the Cash-Only Consideration, the cash component of the Cash-and-Scrip Consideration, the unit component of the Cash-and-Scrip Consideration, the Scrip-Only Consideration or by any combination of the foregoing, if and to the extent any distribution in excess of the MNACT Permitted Distributions is declared, made or paid by the MNACT Manager on or after the Joint Announcement Date.

(c) Consideration Units

The Consideration Units shall:

(i) when issued, be duly authorised, validly issued and fully paid-up and shall rank *pari passu* in all respects with the existing MCT Units as at the date of their issue;

(ii) be issued no later than seven Business Days from the Effective Date; and

(iii) be issued free from all Encumbrances and restrictions on transfers and no person shall have any rights of pre-emption over any Consideration Unit.

For the avoidance of doubt:

(A) the Consideration Units shall be issued with all rights, benefits and entitlements attaching on and from the date of their issue (and not as at the Joint Announcement Date), including the right to receive and retain all rights and other distributions (if any) declared or to be declared by the MCT Manager on or after the date of their issue (and not on or after the Joint Announcement Date); and

(B) the Consideration Units shall not be entitled to the MCT Permitted Distributions.

(d) Additional Information on the Scheme Consideration

The Scheme Consideration was arrived at as a result of commercial negotiations between the MCT Manager and the MNACT Manager, based on an agreed understanding that the Merger could achieve a balanced and attractive outcome for both MCT Unitholders and MNACT Unitholders and result in the creation of the Merged Entity that will be well positioned to capitalise on the objectives and rationale of the Merger to benefit the unitholders of the Merged Entity.

(i) **Basis of the Scheme Consideration**

(A) The Scheme Consideration of S$1.1949 per MNACT Unit was based on, among others, MNACT's NAV per unit of S$1.265 as at 30 September 2021 and applying the following adjustments: (i) excludes MNACT's reported 1H FY21/22 DPU of 3.426 Singapore cents paid on 24 December 2021; and (ii) assumes that the full valuation of MNACT's investment properties and joint venture held as at 30 September 2021 is based on the valuation of the MNACT Properties as at 31 October 2021 as announced on 31 December 2021.

Accordingly, the Scheme Consideration per MNACT Unit of S$1.1949 implies a P/NAV multiple of 1.0x (as at the Joint Announcement Date) and P/NAV multiple of 1.0x[5] (based on the MNACT FY21/22 Unaudited Financial Statements).

[5] Calculated based on MNACT's NAV per unit of S$1.197, which excludes MNACT's reported DPU for 2H FY21/22 of 3.393 Singapore cents to be paid on 19 May 2022.

For illustrative purposes, the derivation of MNACT's NAV[6] per unit set out in the table below.

	Before Merger	
	MNACT (as reported)	**MNACT** (based on the full valuation of MNACT's properties as at 31 October 2021)(1)
Net Asset Value per unit (S$)	1.265	1.229
Net Asset Value per unit (ex-distribution) (S$)	1.230(2)	1.195(2)

Notes: Based on the MNACT 1H FY21/22 Unaudited Financial Statements and the independent full valuations commissioned by the MNACT Manager and the MNACT Trustee as at 31 October 2021.

(1) Assumes that the full valuation of MNACT's investment properties and joint venture held as at 30 September 2021 is based on valuation as at 31 October 2021 as announced on 31 December 2021.

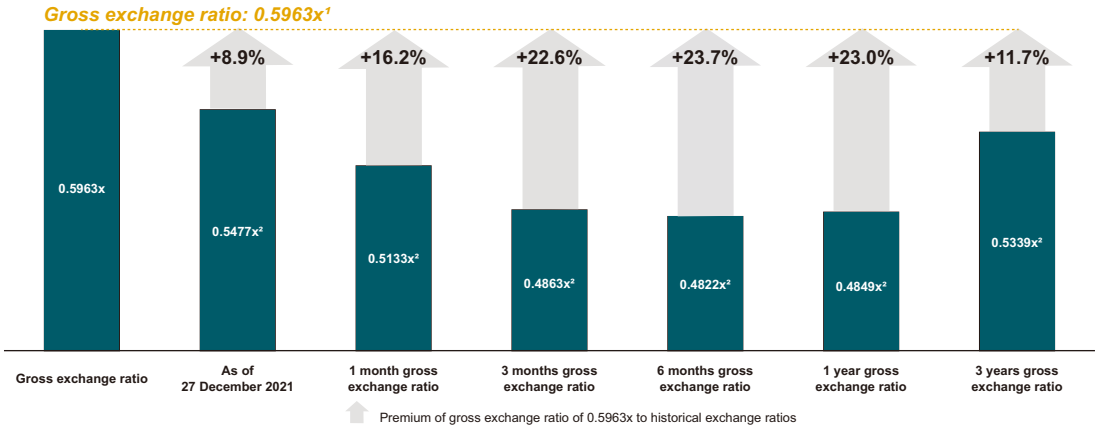
(2) Excludes MNACT's reported 1H FY21/22 DPU of 3.426 Singapore cents.

In determining the fair market value of the assets, the independent valuers have considered the potential recovery of the Greater China markets.

(B) The Scheme Consideration is also determined based on a premium to historical gross exchange ratios

In relation to the prevailing and historical relative market prices, the Scheme Consideration was determined based on a premium to historical exchange ratios over a 3-year period, which takes into account the pre-COVID-19 and pre-Hong Kong SAR social incidents periods.

6 For the purposes of this Scheme Document, all references to NAV of the MNACT Group (as at Joint Announcement Date) exclude non-controlling interests and distributable income. Based on MNACT's NAV per unit as at 30 September 2021 and applying the following adjustments: (i) excludes MNACT's reported 1H FY21/22 DPU of 3.426 Singapore cents paid on 24 December 2021; and (ii) assumes that the full valuation of MNACT's investment properties and joint venture held as at 30 September 2021 is based on valuation as at 31 October 2021 as announced on 31 December 2021.



Source: Market data as at the Last Trading Day.

Notes:

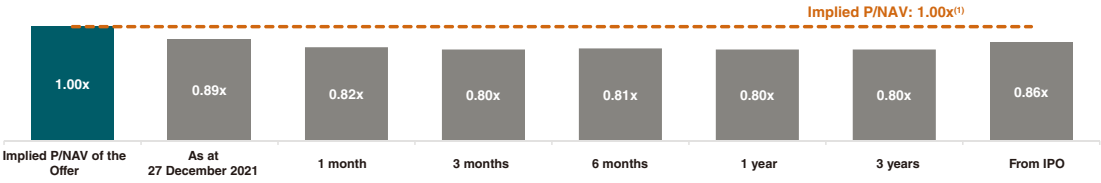
(1) Based on the Scheme Issue Price of S$2.0039 per MCT Unit, the Scheme Consideration is S$1.1949 and implies a gross exchange ratio of 0.5963x.

(2) Gross exchange ratio is calculated by dividing the relevant MNACT VWAP by the corresponding MCT VWAP. For example, 1-month average VWAP would be the average VWAP for MNACT/MCT for the 1-month period up to the Last Trading Day.

(C) P/NAV implied by the Scheme Consideration is above MNACT's historical P/NAV

In relation to the P/NAV, the P/NAV implied by the Scheme Consideration is also above MNACT's historical average P/NAV. MNACT's unit price has been trading at a P/NAV of 0.80x over the last 3 years as at the Last Trading Day, reflecting its predominant Greater China exposure and similar to its Greater China focused S-REIT and Hong Kong SAR REIT peers which are trading below NAV.

Implied P/NAV of the Offer vs MNACT historical average P/NAVs



Source: Market data as at the Last Trading Day.

Note:

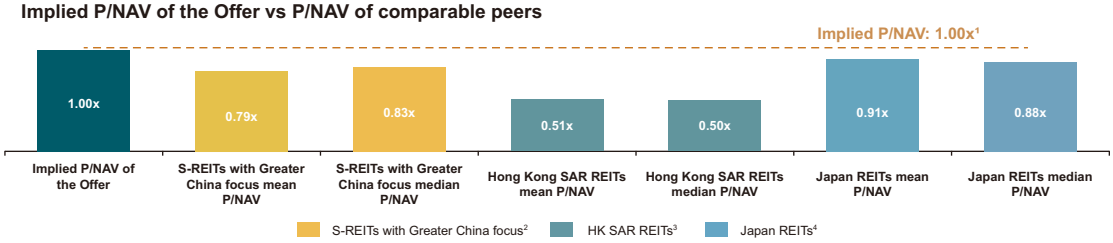
(1) The 1.0x P/NAV is based on MNACT's NAV per unit as at 30 September 2021 and applying the following adjustments: (i) excludes MNACT's reported 1H FY21/22 DPU of 3.426 Singapore cents paid on 24 December 2021; and (ii) assumes valuation of MNACT's investment properties and joint venture held as at 30 September 2021 is based on valuation as at 31 October 2021 as announced on 31 December 2021.

In addition, from IPO to the Joint Announcement Date, while MNACT's NAV per unit and DPU have increased by a CAGR of 3.2% (IPO to September 2021) and 1.9% (FY13/14 to 1H FY21/22 (annualised)), respectively, the average P/NAV over the same time period is approximately 0.86x[7].

(D) P/NAV implied by the Scheme Consideration is above the mean and median P/NAV of comparable peers

The P/NAV implied by the Scheme Consideration is also above mean and median P/NAV of comparable S-REITs with Greater China focus, comparable Hong Kong SAR REITs and comparable Japan REITs.

Implied P/NAV of the Offer vs P/NAV of comparable peers



Notes: Market data as at the Last Trading Day.

(1) The 1.0x P/NAV is based on MNACT's NAV per unit as at 30 September 2021 and applying the following adjustments: (i) excludes MNACT's reported 1H FY21/22 DPU of 3.426 Singapore cents paid on 24 December 2021; and (ii) assumes valuation of MNACT's investment properties and joint venture held as at 30 September 2021 is based on valuation as at 31 October 2021 as announced on 31 December 2021.

(2) Comparable S-REITs with Greater China focus which invest mainly in commercial real estate investments, including CapitaLand China Trust, Dasin Retail Trust, Sasseur Real Estate Investment Trust and BHG Retail REIT. Dasin Retail Trust is considered to be an outlier and was excluded from the mean and median calculations. The P/NAV ratio was calculated based on the ratio of the market capitalisation to the NAV of the relevant S-REITs (excluding non-controlling interests and perpetual securities) recorded in the latest published financial statements as at the Last Trading Day.

(3) Comparable Hong Kong SAR REITs which invest mainly in commercial real estate investments in Hong Kong SAR, including Fortune REIT, Champion REIT and Sunlight REIT. The P/NAV ratio was calculated based on the ratio of the market capitalisation to the NAV of the relevant Hong Kong SAR REITs recorded in the latest published financial statements as at 24 December 2021 (last market day in Hong Kong SAR prior to the Last Trading Day).

(4) Comparable Japan REITs which invest mainly in commercial real estate investments in Japan, including Japan Prime Realty Investment Corporation, Kenedix Office Investment Corporation, Ichigo Office REIT and Japan Excellent Inc. The P/NAV ratio was calculated based on the ratio of the market capitalisation to the NAV (adjusted for the latest appraised values) of the relevant Japan REITs recorded in the latest published financial statements as at the Last Trading Day.

7 From IPO to the Latest Practicable Date, MNACT has only traded at or above its NAV for 8.0% of trading days.

(ii) The Scheme Consideration was derived having considered various factors

The Scheme Consideration was considered and negotiated extensively between the managers of both REITs on an arm's length basis. The Scheme Consideration was determined by taking into consideration, among other factors:

(A) the short- to medium-term uncertainties of the respective property portfolios and the resulting potential benefits to be derived from the Merger of MCT and MNACT;

(B) the prevailing and historical relative market prices (including pre-COVID-19), distribution yields, and price-to-NAV per unit of MCT and MNACT;

(C) relevant precedent trust scheme mergers in Singapore;

(D) the latest available ex-distribution NAV of each MCT Unit and each MNACT Unit;

(E) the resulting pro forma consolidated financial effects of the Merger;

(F) the amount of MCT Permitted Distributions and the amount of MNACT Permitted Distributions to be made by the MCT Manager and the MNACT Manager respectively; and

(G) the latest available independent market valuations of the respective property portfolios of MCT and MNACT prior to the Joint Announcement[8].

(iii) Basis of the Scheme Issue Price

Under the Scrip-Only Consideration and Cash-and-Scrip Consideration

In consideration of the unit prices up till the date of the Implementation Agreement, the MCT Manager and the MNACT Manager have commercially negotiated the Scheme Consideration extensively and have determined the Scheme Issue Price of S$2.0039 based on the 1-day VWAP of MCT Units on the Last Trading Day and pegged to the 1.0x P/NAV of MNACT as at Joint Announcement Date.

The table below shows MCT's various VWAPs as at the Last Trading Day over various time periods.

Reference period (27 December 2021)	VWAP (S$)
Last traded day	2.0039
1 month	2.0356
3 months	2.0917
6 months	2.1034
1 year	2.1002
3 years	2.0663

[8] The latest available independent market valuations of MNACT's property portfolio prior to the Joint Announcement were as at 31 October 2021. The latest available independent market valuations of MCT's property portfolio prior to the Joint Announcement were as at 30 September 2021.

Ultimately, the 1-day VWAP was agreed as the Scheme Issue Price and the basis of the issue price of the Preferential Offering Units as it was the latest available VWAP prior to the Joint Announcement Date and was considered to be the most relevant in representing the prevailing market conditions and MCT's fair market value.

Since 3 January 2022 (first trading day after the Joint Announcement Date), MCT and MNACT unit prices have largely traded in line with the overall market conditions and sentiments. MNACT Unitholders should consider the strategic rationale and long-term benefits of the Merger, which are further detailed in Paragraph 3.

Under the Cash-Only Consideration

To fund the increase in the cash requirement, the MCT Manager announced per the MCT Preferential Offering Announcement that it will undertake the Preferential Offering at an issue price of S$2.0039 per Preferential Offering Unit, which is the same as the Scheme Issue Price of each Consideration Unit, to raise gross proceeds of up to S$2.2 billion.

(iv) Basis of the cash component of the Cash-and-Scrip Consideration and the Cash-Only Consideration

Under the Cash-and-Scrip Consideration

MNACT Unitholders may opt for the Cash-and-Scrip Consideration, where the cash component of the Cash-and-Scrip Consideration of 16.0%, at S$0.1912 per MNACT Unit is the highest among precedent S-REIT mergers. The cash component of the Cash-and-Scrip Consideration was provided with the intent of allowing MNACT Unitholders to have the option of immediately realising a portion of the Scheme Consideration whilst balancing the need for the Merged Entity to maintain a healthy level of debt headroom and sufficient financial flexibility (pro forma aggregate leverage of 39.2% and 38.8% as at 30 September 2021 and 31 March 2022, respectively).

Under the Cash-Only Consideration

Following the Joint Announcement, the MNACT Manager had requested the MCT Manager to review the terms of the Trust Scheme, in particular, the inclusion of an alternative Cash-Only Consideration option in light of the prevailing market conditions and feedback received from MNACT Unitholders. Both the MCT Manager (having considered the request) and the MNACT Manager believe that the introduction of the alternative Cash-Only Consideration option, which is equivalent to the NAV per MNACT Unit (as at Joint Announcement Date), is in the best interest of the Merger as it gives higher certainty to MNACT Unitholders amidst prevailing market conditions and provides greater flexibility for MNACT Unitholders to elect the form of the Scheme Consideration that is most suited to their investment needs, without prejudice to the interests of the MCT Unitholders. MNACT Unitholders who elect to receive the Cash-Only Consideration will receive S$1.1949 in cash per MNACT Unit, regardless of whether the MCT Units trade above or below S$2.0039.

The introduction of the Cash-Only Consideration option will have no incremental debt financing requirements, no increase in the maximum number of new MCT Units to be issued, nor impact on the aggregate leverage of MCT and the Merged Entity above that which was already required or would result under the Trust Scheme, as the MIPL Undertaking will satisfy the additional cash requirement to fund the Cash-Only Consideration. For more information, please refer to the Revision Joint Announcement dated 21 March 2022.

(v) Implied Scheme Consideration per MNACT Unit at various MCT unit prices

For illustrative purposes only, the range of implied Scheme Considerations per MNACT Unit, at various implied MCT unit prices, are displayed in the tables below.

Assuming a MNACT Unitholder elects to receive the Scrip-Only Consideration:

% change to Scheme Issue Price of S$2.0039	**(15%)**	**(10%)**	**(5%)**	**0%**	**5%**	**10%**	**15%**
Implied MCT unit price (S$)	1.7033	1.8035	1.9037	2.0039	2.1041	2.2043	2.3045
Implied Scheme Consideration per MNACT Unit[(1)] (S$)	1.0157	1.0754	1.1352	1.1949	1.2547	1.3144	1.3742

Note:

(1) Based on the MCT unit price multiplied by the gross exchange ratio of 0.5963x.

Assuming a MNACT Unitholder (excluding the MIPL Entities) elects to receive the Cash-and-Scrip Consideration:

% change to Scheme Issue Price of S$2.0039	**(15%)**	**(10%)**	**(5%)**	**0%**	**5%**	**10%**	**15%**
Implied MCT unit price (S$)	1.7033	1.8035	1.9037	2.0039	2.1041	2.2043	2.3045
Unit component[(1)] (S$)	0.8532	0.9034	0.9536	1.0038	1.0539	1.1041	1.1543
Cash component (S$)	0.1912	0.1912	0.1912	0.1912	0.1912	0.1912	0.1912
Implied Scheme Consideration per MNACT Unit (S$)	1.0444	1.0946	1.1448	1.1949	1.2451	1.2953	1.3455

Note:

(1) Based on the MCT unit price multiplied by the net exchange ratio of 0.5009x.

In view of the ongoing market uncertainties and volatility, the MCT unit price can fluctuate significantly between the Joint Announcement Date and the Effective Date and/or Scheme Settlement Date, resulting in differences between the implied Scheme Consideration per MNACT Unit which MNACT Unitholders will receive.

For the avoidance of doubt, in the event that MNACT Unitholders elect to receive the Cash-Only Consideration, the Scheme Consideration will be fixed at S$1.1949[9], regardless of the MCT unit price.

For more information, the MNACT Manager encourages all MNACT Unitholders to read the MNACT IFA Letter in Appendix A.

(e) Information on the decision making and negotiation process in relation to the Merger

The Merger was proposed by the MCT Manager to the MNACT Manager.

The management of the MNACT Manager presented the Merger to the MNACT Board.

Due process was followed and corporate governance protocols were adhered to when evaluating the Merger proposal from the MCT Manager. The Merger was extensively evaluated, with professional advisers appointed to advise the MNACT Manager (including the management and the MNACT Independent Directors), and rigorously negotiated between the MNACT Manager and the MCT Manager. This was supported by the latest available independent market valuations of the respective property portfolios of MCT and MNACT prior to the Joint Announcement[10]. Audit opinions on the carrying value of MNACT's and MCT's underlying properties, as reflected in the statements of investment properties and presented in accordance with the relevant accounting policies, are also obtained from independent accounting firms. These reports and opinions are objective and independent assessments of MNACT's and MCT's overall intrinsic values.

The MNACT Independent Directors acted in accordance with their fiduciary duties, and after extensive evaluation of the commercial considerations, decided that the Merger should be put to a vote by the independent MNACT Unitholders ("**MNACT Independent Unitholders**") at the Trust Scheme Meeting. Subsequently, the Joint Announcement on the Merger was released on 31 December 2021.

The Conflicted Directors were not involved and recused themselves from the decision as to whether the Merger should be brought to the MNACT Independent Unitholders for them to vote on at the Trust Scheme Meeting.

In March 2022, the MNACT Manager had requested the MCT Manager to review the terms of the Trust Scheme, in particular, the inclusion of an alternative Cash-Only Consideration option in light of the prevailing market conditions and feedback from MNACT Unitholders.

As announced in the Revision Joint Announcement issued jointly by the MCT Manager and the MNACT Manager on 21 March 2022, the Parties have agreed to provide the alternative Cash-Only Consideration option, in addition to the Scrip-Only Consideration option and the Cash-and-Scrip Consideration option announced pursuant to the Joint Announcement on 31 December 2021. Both the MCT Manager (having considered the MNACT Manager's request) and the MNACT Manager believe that the introduction of the alternative Cash-Only Consideration option gives higher certainty to MNACT

[9] Please refer to footnote 2.

[10] The latest available independent market valuations of MNACT's property portfolio prior to the Joint Announcement were as at 31 October 2021. The latest available independent market valuations of MCT's property portfolio prior to the Joint Announcement were as at 30 September 2021.

Unitholders amidst prevailing market conditions and provides greater flexibility for MNACT Unitholders to elect the form of the Scheme Consideration that is most suited to their investment needs, without prejudice to the interests of the MCT Unitholders.

The recommendation of the MNACT Independent Directors to MNACT Unitholders as to whether they should vote in favour of the Trust Scheme, which takes into account the advice of the MNACT IFA, market conditions and other relevant factors, are as set out in Paragraph 13.2. This Scheme Document also contains the relevant information on the Merger, including the advice of the MNACT IFA, so that MNACT Unitholders may make an informed decision.

The Conflicted Directors will not be making any recommendations to MNACT Independent Unitholders as to whether to vote in favour of the Trust Scheme.

The outcome of the Merger will be decided by MNACT Independent Unitholders, who will be given the opportunity to vote on the Merger at the upcoming Trust Scheme Meeting. The MCT Manager and parties acting in concert with it, common substantial unitholders of MCT and MNACT, the Sponsor and the MNACT Manager will abstain from voting on the Trust Scheme.

The Sponsor's role in the Merger was largely limited to reinforcing its commitment and support for the Merger and the growth of the Merged Entity as reflected in (a) the MIPL Undertaking; (b) the Sponsor Lock-Up Undertaking; (c) the Sponsor's undertaking to elect to receive the Scrip-Only Consideration; (d) the waiver by the MCT Manager (which is a wholly-owned subsidiary of the Sponsor) of 100.0% of the acquisition fee in respect of the Merger; and (e) the proposed adoption of the revised management fee structure for the Merged Entity that is pegged to distributable income and DPU growth[11].

In addition, information barriers are in place between the MNACT Manager and the MCT Manager to ensure that any information relating to MNACT's business strategy or operations is not shared with MCT (and vice versa), save for the limited exchange of information between the MNACT Manager and the MCT Manager for the sole purpose of conducting due diligence as well as to evaluate and implement the Merger.

(f) The Merger is not a sale of MNACT's portfolio

The Merger is not a sale of MNACT's portfolio. This is a strategic merger, with significant long-term benefits including size, scale and resilience, and enables MNACT Unitholders to stay invested in a larger, more diversified REIT with growth potential.

As stated in Paragraph 4.7, the MNACT Manager will not seek or solicit competing bids for the duration of the Implementation Agreement. The exclusivity to MCT would allow for the Trust Scheme to be brought to MNACT Unitholders for a vote. The granting of exclusivity is common in precedent trust scheme transactions in Singapore.

However, the MNACT Manager will consider any third party offer for the REIT or assets which it receives, in accordance with its obligations under existing legal and contractual terms, as stated in Paragraph 4.7. This includes reviewing and evaluating the proposal, making the requisite announcements, and recommendations to the MNACT Unitholders as may be required under applicable laws and regulations. There is also no break fee payable to MCT in the event a competing bid is successful.

[11] This is subject to the approval by MCT Unitholders of the MCT Trust Deed Amendments Resolution.

The Merger is the only offer that has been received for the entire portfolio to date and the transaction terms have been extensively negotiated.

As a responsible REIT manager, the MNACT Manager constantly seeks and evaluates potential opportunities to improve long-term returns to MNACT Unitholders, including appropriate acquisitions, capital recycling and other portfolio reconstitution and optimisation initiatives to enhance the value of the portfolio.

2.2 Information on MNACT and the MNACT Manager

(a) MNACT

MNACT is the first and only North Asia focused commercial REIT listed in Singapore that aims to invest, directly or indirectly, in a diversified portfolio of income-producing real estate in China, Hong Kong SAR, Japan and South Korea which is used primarily for commercial purposes (including real estate used predominantly for retail and/or offices), as well as real estate-related assets[12]. Listed on the SGX-ST on 7 March 2013, MNACT has a market capitalisation of S$3.9 billion as at the Last Trading Day. As at the Joint Announcement Date, MNACT has a portfolio of 13 properties[13] located in China, Hong Kong SAR, Japan and South Korea, with a total net lettable area ("**NLA**") of 5.9 million sq ft[14].

Certain key financial information with respect to the MNACT Group as at 31 March 2022 and for FY21/22 is set out as follows:

MNACT Group	Information
NAV(1)	S$4,224.3 million
NAV per MNACT Unit(1)	S$1.197
Distributable income for FY21/22	S$239.2 million
Distribution per MNACT Unit for FY21/22	6.819 Singapore cents
Net profits before income tax for FY21/22	S$53.6 million
Total assets	S$8,456.1 million
Assets under management(2)	S$8,267.1 million

Notes:

(1) For the purposes of this Scheme Document, all references to NAV of the MNACT Group exclude non-controlling interests and distributable income, unless otherwise stated. Based on MNACT's NAV per unit of S$1.231 as at 31 March 2022 and excludes MNACT's reported 2H FY21/22 DPU of 3.393 Singapore cents to be paid on 19 May 2022.

(2) Based on the independent full valuations which were commissioned by the MNACT Manager and the MNACT Trustee and carried out by Knight Frank Petty Ltd, JLL Morii Valuation & Advisory K.K. and CBRE Korea Company Limited as at 31 March 2022 using a combination of methods, namely discounted cash flow method, income capitalisation method, term and reversion method and direct comparison method.

12 Under the Property Funds Appendix, "real estate-related assets" refers to listed or unlisted debt securities and listed shares of or issued by property corporations, mortgage-backed securities, other property funds, and assets incidental to the ownership of real estate (e.g. furniture).

13 This includes 50.0% effective interest in TPG located in South Korea.

14 Please refer to Part 1 of Appendix N of this Scheme Document for details on the MNACT Properties.

(b) **MNACT Manager**

MNACT is managed by the MNACT Manager. The MNACT Manager is an indirect wholly-owned subsidiary of MIPL. The MNACT Manager holds a CMS Licence for REIT management pursuant to the SFA.

As at the Latest Practicable Date, the MNACT Directors comprise the following persons:

(i) Mr. Paul Ma Kah Woh (Non-Executive Chairman and Director);

(ii) Mr. Lawrence Wong Liang Ying (Lead Independent Non-Executive Director);

(iii) Ms. Tan Su Shan (Independent Non-Executive Director);

(iv) Ms. Chiang Sui Fook Lilian (Independent Non-Executive Director);

(v) Mr. Chua Kim Chiu (Independent Non-Executive Director);

(vi) Mr. Pascal Jean-Louis Lambert (Independent Non-Executive Director);

(vii) Mr. Kevin Kwok (Non-Executive Director);

(viii) Mr. Lok Vi Ming (Non-Executive Director);

(ix) Mr. Michael Kok Pak Kuan (Non-Executive Director);

(x) Mr. Chua Tiow Chye (Non-Executive Director);

(xi) Ms. Wendy Koh Mui Ai (Non-Executive Director); and

(xii) Ms. Cindy Chow Pei Pei (Executive Director and Chief Executive Officer).

2.3 Information on MCT and the MCT Manager

(a) **MCT**

As stated in Paragraph 2.1 of the Offeror's Letter and Paragraph 1.5.1 of the MCT Circular, MCT is a Singapore-focused REIT established with the principal investment objective of investing on a long-term basis, directly or indirectly, in a diversified portfolio of income-producing real estate used primarily for office and/or retail purposes, whether wholly or partially, in Singapore, as well as real estate-related assets. MCT has been listed on the SGX-ST since 27 April 2011 and has a market capitalisation of S$6.6 billion as at the Last Trading Day. As at the Joint Announcement Date, MCT has a portfolio of five properties located in Singapore, with a total NLA of 5.0 million sq ft[15].

[15] Please refer to Part 2 of Appendix N of this Scheme Document for details on the MCT Properties.

Certain key financial information with respect to the MCT Group as at 31 March 2022 and for FY21/22 is set out as follows:

MCT Group	Information
NAV[(1)]	S$5,622.7 million
NAV per MCT Unit[(1)]	S$1.69
Distributable income for FY21/22	S$317.0 million
Distribution per MCT Unit for FY21/22	9.53 Singapore cents
Net profits before tax for FY21/22	S$347.0 million
Total assets	S$8,984.5 million
Assets under management[(2)]	S$8,821.0 million

Notes:

(1) For the purposes of this Scheme Document, all references to the NAV of the MCT Group exclude distributable income, unless otherwise stated. Based on MCT's NAV per unit of S$1.74 as at 31 March 2022 and excludes MCT's reported 2H FY21/22 DPU of 5.14 Singapore cents to be paid on 3 June 2022.

(2) Based on independent desktop valuations which were commissioned by the MCT Manager and the MCT Trustee and carried out by the MCT Independent Valuers as at 31 March 2022 using a combination of methods, namely discounted cash flow method and income capitalisation method as stated in Note (2) to Paragraph 2.3 of the Offeror's Letter and Note (2) to Paragraph 1.5.1 of the MCT Circular.

(b) **MCT Manager**

MCT is managed by the MCT Manager. The MCT Manager is a wholly-owned subsidiary of MIPL. The MCT Manager holds a CMS Licence for REIT management pursuant to the SFA.

As at the Latest Practicable Date, the board of directors of the MCT Manager comprises the following persons (the "**MCT Directors**"):

(i) Mr. Tsang Yam Pui (Non-Executive Chairman and Director);

(ii) Ms. Kwa Kim Li (Lead Independent Non-Executive Director);

(iii) Mr. Premod P. Thomas (Independent Non-Executive Director);

(iv) Mr. Kan Shik Lum (Independent Non-Executive Director);

(v) Mr. Koh Cheng Chua (Independent Non-Executive Director);

(vi) Mr. Wu Long Peng (Independent Non-Executive Director);

(vii) Mr. Mak Keat Meng (Independent Non-Executive Director);

(viii) Mr. Alvin Tay Tuan Hearn (Independent Non-Executive Director);

(ix) Mr. Hiew Yoon Khong (Non-Executive Director);

(x) Ms. Wendy Koh Mui Ai (Non-Executive Director);

(xi) Ms. Amy Ng Lee Hoon (Non-Executive Director); and

(xii) Ms. Lim Hwee Li Sharon (Executive Director and Chief Executive Officer).

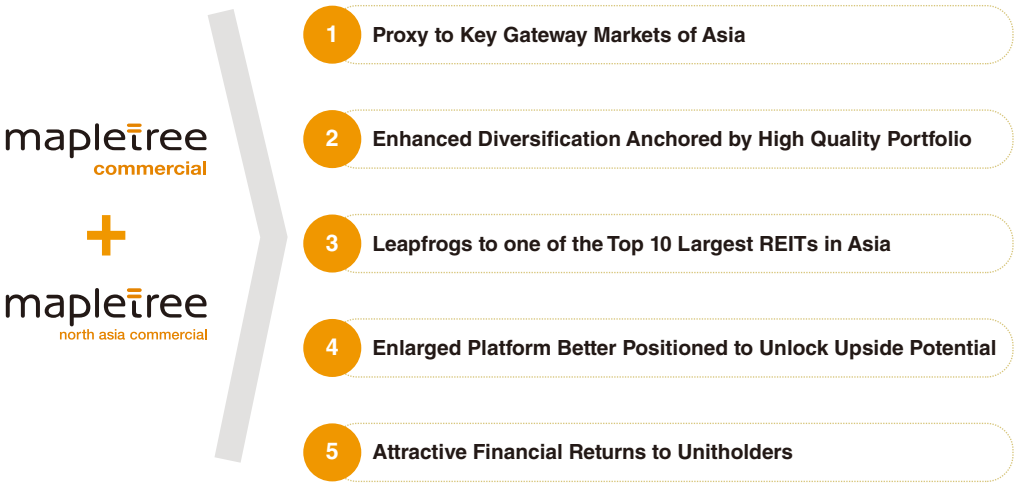
3. RATIONALE AND KEY BENEFITS, STRUCTURE, FUTURE INTENTIONS AND FEE STRUCTURE OF THE MERGED ENTITY

3.1 Rationale and Key Benefits of the Merger

The MNACT Manager and the MCT Manager believe that the Merger will be transformative, and upon completion, will create a flagship commercial REIT in Asia with stability and scale across key Asian gateway markets. The Merged Entity combines the best qualities of both MNACT and MCT – (i) strength, driven by MCT, one of the largest Singapore-focused commercial REITs with longstanding track record in delivering stable returns to unitholders, and (ii) growth potential, driven by MNACT, the first and only North Asia focused REIT listed in Singapore with properties in key gateway markets including China, Hong Kong SAR, Japan and South Korea.

The Merged Entity will comprise a diversified and high-quality portfolio, with a broadened investment mandate to invest in income-producing real estate used primarily for office and/or retail purposes and an expanded geographic scope to key gateway markets of Asia.

For MCT, the Merger offers a ready launchpad for Asian expansion to establish footholds in multiple cities swiftly. For MNACT, the Merger offers access to the stable and resilient Singapore market, and through an enlarged platform, provides higher financial capability and flexibility to accelerate growth.



(a) **Proxy to Key Gateway Markets of Asia**

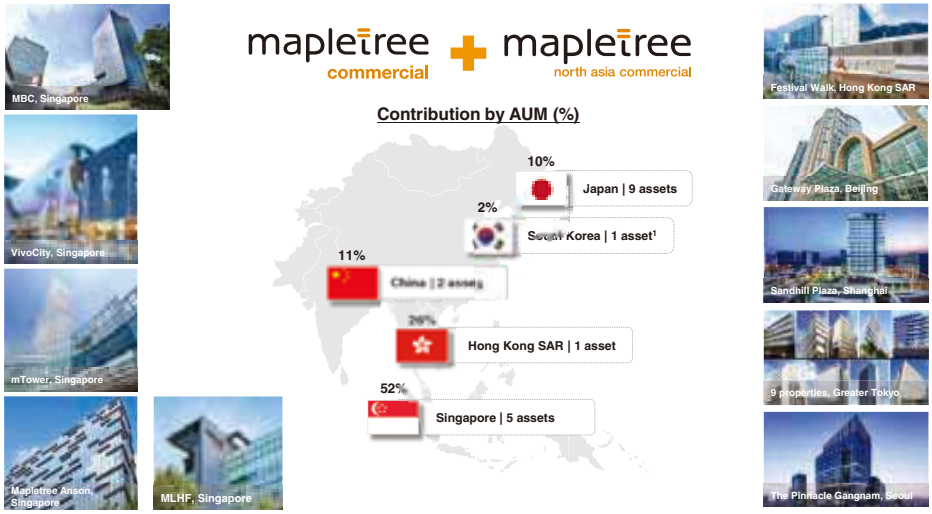
(i) **18 commercial properties across five key gateway markets of Asia with total assets under management of over S$17 billion**

The Merged Entity combines two high quality portfolios across five markets to create a proxy to key gateway markets of Asia, with a significant total AUM of S$17.1 billion[16]. The increased scale of the combined portfolio will allow the Merged Entity to be better positioned to pursue growth in key gateway markets of Asia, including Singapore, China, Hong Kong SAR, Japan, and South Korea, and across commercial assets.

[16] AUM are based on the latest available independent valuations. MCT and MNACT's AUM are as at 31 March 2022.

MCT's portfolio comprises five properties in Singapore – four located in the Greater Southern Waterfront (HarbourFront and Alexandra Precincts) and one in the Central Business District. Best-in-class assets, namely VivoCity and MBC, constitute 79.2% and 80.0% of MCT's portfolio valuation and NPI, respectively, as at 31 March 2022.

MNACT's portfolio comprises thirteen high quality properties – one landmark retail mall in Kowloon Tong, Hong Kong SAR; an office building in Beijing, China; a business park property in Shanghai, China; nine office properties in Greater Tokyo, Japan and one office building in Seoul, South Korea.



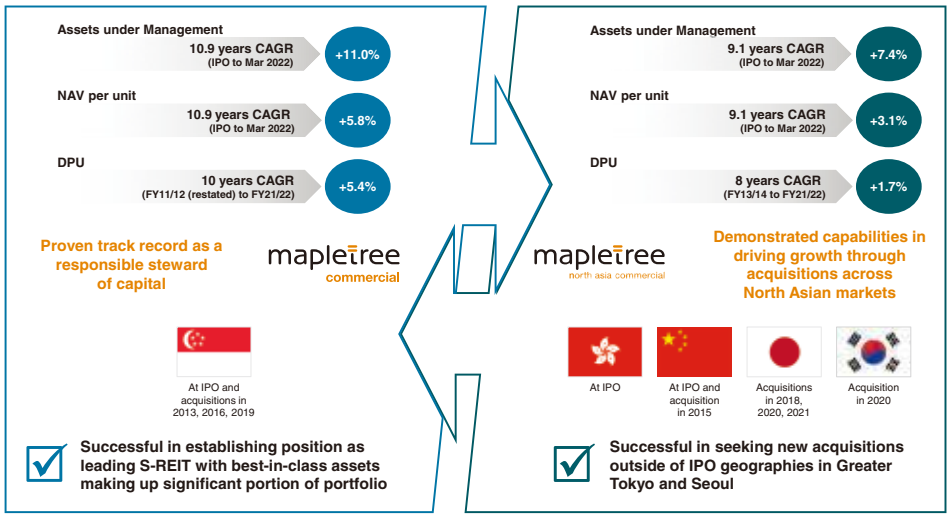
Note:

(1) This includes MNACT's 50.0% effective interest in TPG, which is held through a joint venture.

(ii) **Combining regional and local operational capabilities with domain expertise to enhance further growth**

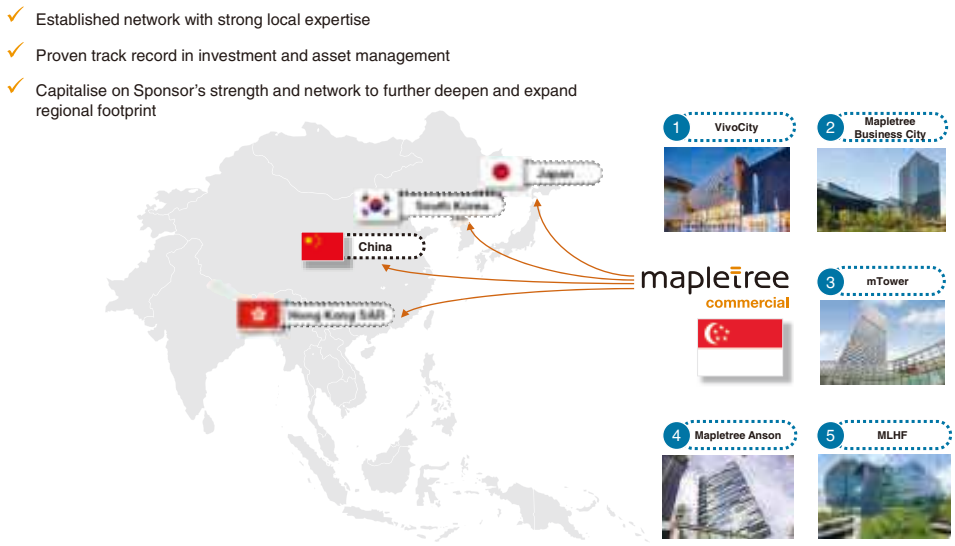
The Merger seeks to create a robust platform that combines the respective strengths of MCT and MNACT, thereby unlocking the full potential of a multi-geography Asian platform.

MCT and MNACT each has a long-standing track record since their IPO of more than 10 and nine years respectively. MCT has established itself as a responsible steward of capital that has delivered steady CAGR growth in AUM, NAV per unit and DPU. MNACT has demonstrated its capabilities in driving inorganic growth through acquisitions of high quality properties spanning across multiple North Asian markets; including expanding beyond its IPO geographies and successfully acquiring nine office properties in Greater Tokyo (2018, 2020 and 2021) and one office property in Seoul (2020).

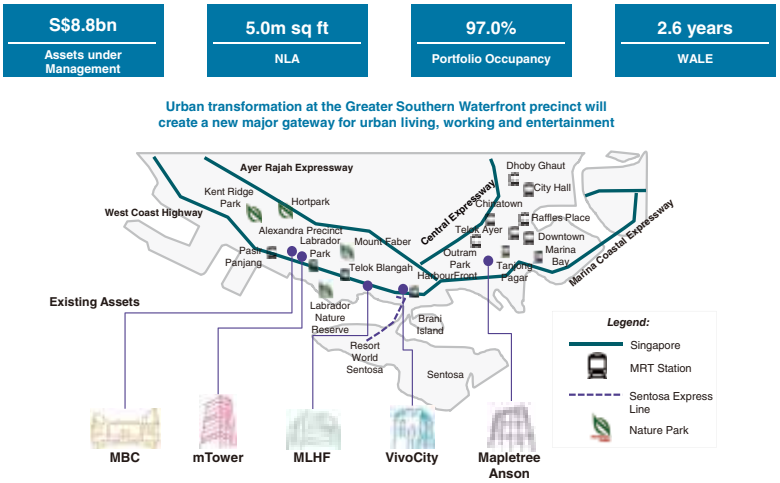


(iii) **A ready launchpad for Asian expansion, enabling the Merged Entity to establish footholds in multiple markets swiftly**

Through the Merger, MCT will gain ready access to footholds in key gateway cities across Asia, tapping on the established network, strong local expertise and on-the-ground presence of both MNACT and the Sponsor. Wider geographical exposure provides the Merged Entity a clear trajectory for overseas growth.



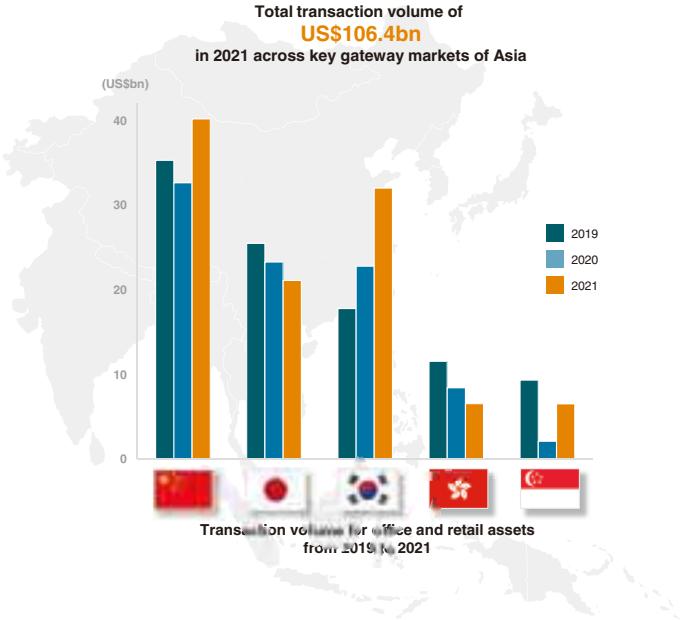
The Merger allows MNACT to expand into Singapore, another developed market in Asia, with a ready portfolio of stable and majority best-in-class commercial properties. The Merged Entity is well positioned to benefit from the future urban development and infrastructure projects at the Greater Southern Waterfront precinct, which will create a new major gateway for urban living, working and entertainment.



(iv) **Deep liquidity in key gateway markets of Asia providing growth opportunities**

The Merged Entity will be able to tap into some of the largest and most established real estate markets in Asia. The Merged Entity will have an entrenched presence within the markets of Singapore, China, Hong Kong SAR, Japan and South Korea, where the total transaction volume for office and retail assets in 2021 is US$106.4 billion[17]. In particular, there are continued growth opportunities where offices will continue to play an integral role, and opportunities continue to exist in Asia's retail markets where well-positioned shopping malls remain relevant.

By leveraging on the combined expertise of experienced on-the-ground teams across these markets, who have strong capabilities in asset and property management with an established local network, the Merged Entity will be better positioned to tap into the deep liquidity and opportunities (including investment and asset enhancement opportunities) offered by these markets.



Sources: Colliers, RCA.

17 Sources: Colliers International (Hong Kong) Limited ("**Colliers**"), Real Capital Analytics ("**RCA**")

(v) **Benefits from the long-term rise of Asia by capitalising on the resilient growth of key markets**

Whilst the impact of COVID-19 continues to be felt globally, the economies of the key gateway Asian markets saw a rebound in gross domestic product ("GDP") growth in 2021 as initial restrictions were eased gradually and businesses resumed some form of normalcy. However, global economic recovery may be weighed down by the uncertainties arising from the Russia-Ukraine conflict and the resulting global repercussions, rising energy prices as well as COVID-19 infections from the Omicron variant.

Singapore: Singapore is one of the world's key global trade, logistics and financial hubs and ASEAN's primary business centre, underpinned by world-class infrastructure, a stable and efficient government and a competitive tax environment. Strong economic fundamentals, including near full employment, high disposable incomes, and sustained growth in consumer demand and GDP, provide a vital foundation for the continued performance of office, retail and business park sectors.

China: China is the second largest economy in the world and the only major economy to post a positive GDP growth rate in 2020, largely attributed to its "Zero-COVID" strategy. Its economy is underpinned and driven by the output of its Tier 1 cities which include Beijing, Shanghai, Guangzhou and Shenzhen that are frequently chosen by large domestic companies and multinationals as locations in which to establish a foothold and grow. China is the world's largest manufacturer and exporter and with a population that is becoming wealthier rapidly, it is now also the second largest importer in the world. While geopolitical concerns remain, the domestic political environment is very stable. The government announced measures in 2021 to achieve common prosperity by narrowing the wealth gap and promoting economic rebalancing and long-term sustainability.

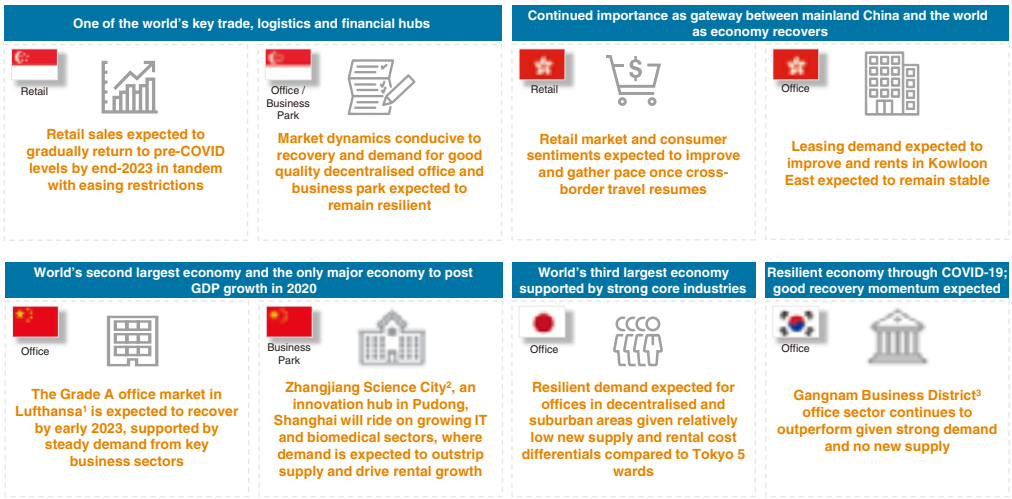
Hong Kong SAR: Strategically located within the Greater Bay Area, Hong Kong SAR has played a pivotal role in serving as a gateway connecting Mainland China with the international markets and provides the largest source of foreign direct investment in Mainland China. While Hong Kong SAR has gone through two consecutive years of recession, it has bottomed out and experienced substantial recovery through much of 2021. By the end of 2021, GDP returned to pre-COVID-19 levels. Hong Kong SAR has also moved up one position in 2021 to take the third place in the Global Financial Centres Index 30 Report. Hong Kong SAR's conducive business environment, coupled with its well-developed infrastructure and international communication network, makes it an attractive location for doing business in Asia. Domestic consumption, which took up less than 70.0% of the city's total retail sales prior to the start of COVID-19, is expected to grow with improving labour market conditions, but the return of restrictions on business operation and social distancing measures that have been introduced in response to the outbreak may potentially have a significant impact on the local economy and real estate market. This will need to be watched carefully during the first half of 2022. Eventually, the aim for Hong Kong SAR is to re-open its borders to Mainland China, with hopes that the return of mainland Chinese tourists will ultimately have a positive impact on footfall and retail sales, driving rental improvements. Although the timetable for full re-opening is still not certain, the recent announcement of the lifting of flight bans on nine countries, coupled with a shortening in the quarantine period for arrivals into Hong Kong SAR, is however seen as a positive step towards dealing with the pandemic, whilst also protecting

the local economy. Over the next few years, Hong Kong SAR will continue its integration into the Greater Bay Area, strengthening its position as a major financial, innovation and technology conduit between China and the world.

Japan: Japan is the world's third largest economy and has one of the most developed office markets in terms of transaction volumes and existing stock in the Asia Pacific. The manufacturing sector is Japan's largest core industry and is a key driver of its economic recovery. The government's policies to promote digitalisation and improve productivity in other industries are expected to further enhance growth in the Japanese economy. There are also new policies focused on increasing middle-class incomes as a means to get the economy back on track. As a result, the office sector is expected to remain resilient, supported by the stable and sustainable outlook for Japan.

South Korea: South Korea is the tenth largest global economy and the fourth largest in Asia by GDP. Despite COVID-19, it advanced two places in the global economic ranks from 2019 as its economy remained relatively resilient and contracted by a lesser extent compared to other countries. South Korea has undergone one of the most significant economic transformations in recent history and rode on the growth of Asia to become the high-technology economy it is today. Its economy is led by electronics, telecommunications, automobile production, chemicals, shipbuilding, steel, with newcomers like microchips, bio-health and conceptual vehicles making a strong show, domestically and globally. In August 2021, South Korea was the first major Asian economy to raise interest rates since the pandemic began, an indication of its economic recovery. The office sector has also benefitted from the expansion of global big tech companies and rapid growth of Korean tech start-ups.

Certain selected real estate indicators are highlighted below to illustrate the resilient performance in each of the key markets. Refer to Appendix M for a detailed market outlook.



Source: Colliers

Notes:

(1) Lufthansa is a well-established business sub-market within Beijing, where Gateway Plaza is located in.

(2) Zhangjiang Science City is a key business park and innovation hub in Pudong, Shanghai, where Sandhill Plaza is located in.

(3) Gangnam Business District ("GBD") is one of the three core business districts in Seoul, where TPG is located in.

(b) **Enhanced Diversification Anchored by High Quality Portfolio**

(i) **Diversification across geographies and reduced single asset concentration strengthens portfolio resilience**

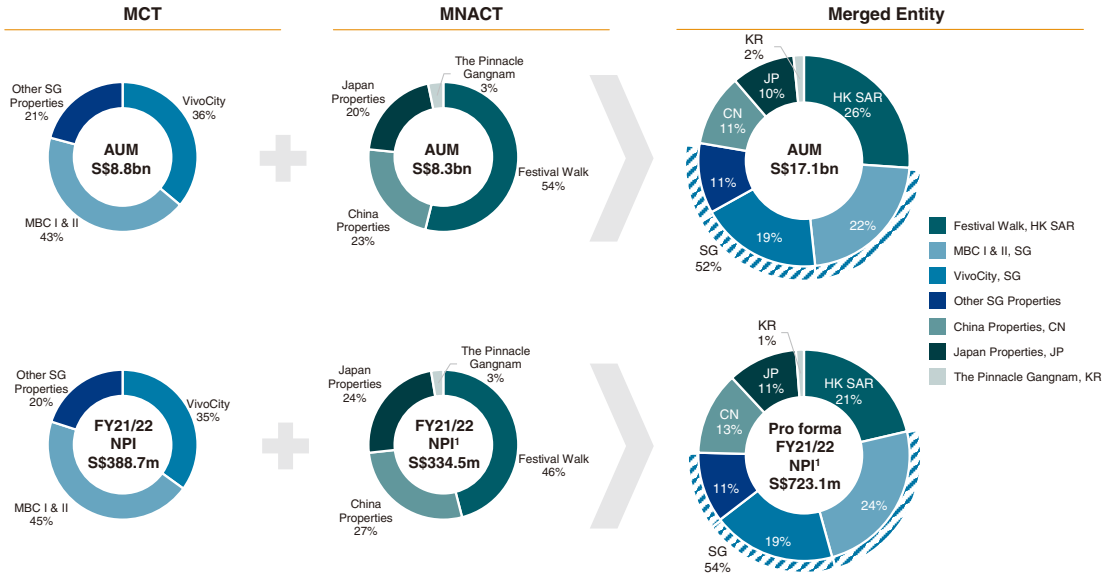
The Merged Entity will have a diversified mix of assets across geographies. Singapore assets will represent 51.6% by AUM, while assets in Hong Kong SAR, China, Japan and South Korea will represent 26.1%, 11.0%, 9.7% and 1.6%, respectively. This is compared to MCT's existing 100.0% Singapore exposure and MNACT's 53.9% exposure to Hong Kong SAR.

The Merged Entity will also continue to be well-balanced across the commercial sub asset classes, with the retail, office and business park segments representing 44.1%, 34.8% and 21.0% of AUM, respectively.

The Merged Entity will have a significantly reduced single asset concentration risk, with the exposure to any single asset being approximately 26.1% by AUM, compared to MCT's existing 43.1% exposure to MBC I & II and MNACT's existing 53.9% exposure to Festival Walk respectively. Similarly, the Merged Entity's largest single asset contribution by pro forma NPI will be 24.2%, compared to MCT's existing 45.0% exposure to MBC I & II and MNACT's existing 46.0% exposure to Festival Walk.

This reduction in reliance on any single market, sub asset class, and single-asset earning vulnerability bolsters the Merged Entity's resilience through economic cycles.

In addition, best-in-class assets, namely Festival Walk, MBC I & II, and VivoCity, will continue to constitute a significant proportion of 66.9% of the portfolio by AUM, allowing the Merged Entity to diversify without compromising on asset portfolio quality.

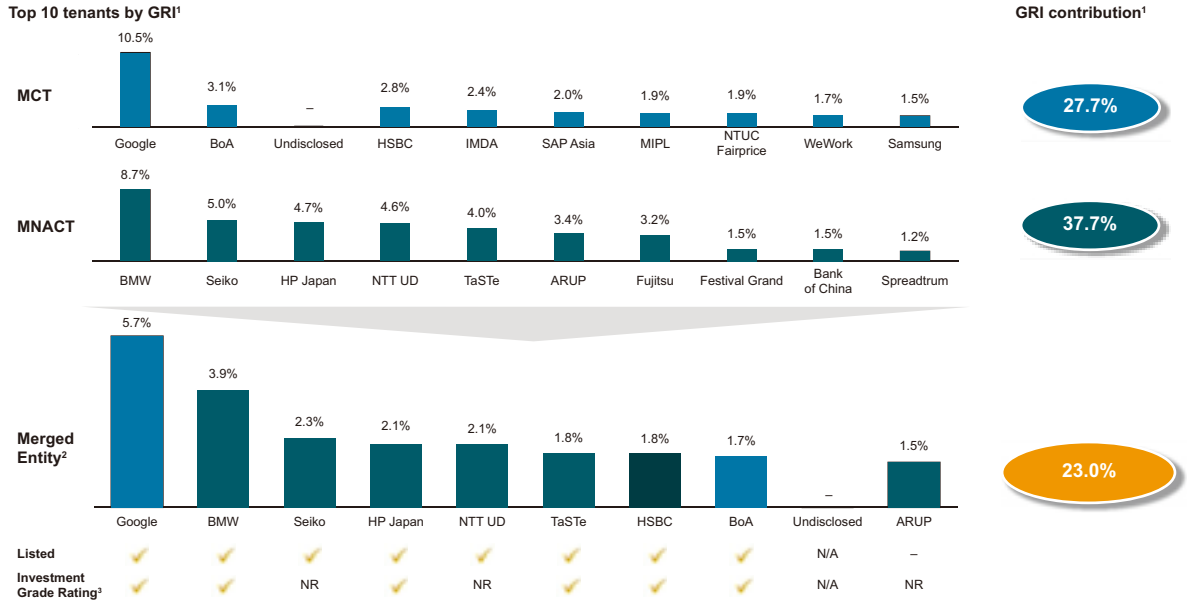


Note: Total percentage value may not add up to 100.0% due to rounding differences.

(1) MNACT's FY21/22 NPI value includes 50.0% share of NPI from TPG and assuming full year contribution from HPB, which is based on unaudited financial information for the period from 18 June 2021 (date of acquisition) to 31 March 2022, pro-rated as if the acquisition was completed on 1 April 2021.

(ii) **Improved cashflow stability from high quality tenants while reducing income concentration**

Post-Merger, the top 10 tenants will contribute 23.0% of the Merged Entity's gross rental income ("**GRI**"). This is a healthy reduction compared to both MCT and MNACT before the Merger, whereby their respective top 10 tenants constituted 27.7% and 37.7% of GRI, respectively. Post-Merger, no single tenant will contribute more than 5.7% by monthly GRI to the enlarged portfolio. In addition, eight out of the top 10 tenants are listed on a stock exchange and/or have an investment grade rating for their bonds. Together, the reduced tenant concentration and the improved tenant profile will further boost cashflow stability of the portfolio.



Notes:

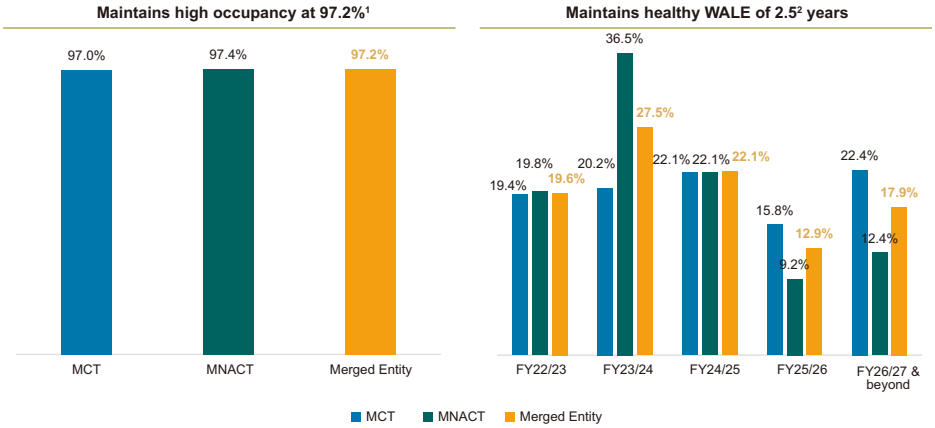
(1) GRI contribution for the month of March 2022. Top 10 tenants for MCT and the Merged Entity excludes an undisclosed tenant of MCT.

(2) The top tenants by GRI for the Merged Entity is based on the unique signing entity of each tenant.

(3) Based on latest disclosed credit rating. Not rated ("**NR**") indicates that a rating has not been assigned or is no longer assigned. Investment grade rating refers to bonds that are rated Baa 3/BBB- or better. Google's rating is based off their ultimate parent, Alphabet Inc. Seiko Instruments Inc ("**Seiko**") rating is based off their ultimate parent, Seiko Holdings Corporation. Hewlett-Packard Japan ("**HP Japan**") rating is based off their ultimate parent, HP Inc. NTT Urban Development ("**NTT UD**") rating is based off their ultimate parent, NTT UD REIT Investment Corporation. TaSTe's rating is based off their ultimate parent, CK Hutchison Holdings. Merrill Lynch Global Services Pte. Ltd. ("**BoA**") rating is based off their ultimate parent, The Bank of America Corporation.

(iii) **Continues to maintain high portfolio occupancy and well-staggered lease expiry profile**

The Merged Entity will maintain a high portfolio occupancy of 97.2% and a well-staggered lease expiry profile with healthy WALE of 2.5 years.



Notes:

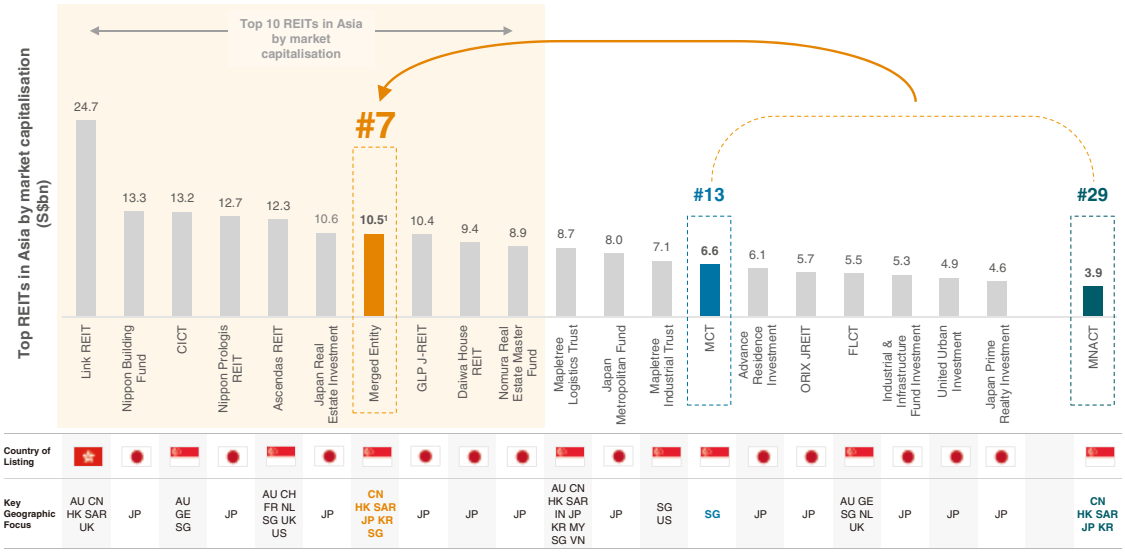
(1) Occupancy for MCT and MNACT refers to committed occupancy as at 31 March 2022. Occupancy for the Merged Entity is calculated on a pro forma basis.

(2) WALE by GRI for MCT and MNACT is based on the committed lease expiry dates (leases which have been renewed or re-let as at 31 March 2022) and GRI. WALE by GRI for the Merged Entity is calculated on a pro forma basis.

(c) **Leapfrogs to one of the Top 10 Largest REITs in Asia**

(i) **Secures position as a flagship commercial REIT with one of the broadest Asia mandates**

The Merger is expected to create one of the top 10 largest REITs in Asia, with a market capitalisation of approximately S$10.5 billion, a significant increase compared to MCT and MNACT's market capitalisation of S$6.6 billion and S$3.9 billion, respectively, as at the Last Trading Day. The increased scale of the combined portfolio, with one of the broadest Asia mandates, will enhance the Merged Entity's visibility and entrench its position within the REITs universe in Asia, boosting its appeal and relevance amongst the global investment community.



Source: FactSet as at the Last Trading Day.
Assumes FX rates SGD/HKD = 5.7477 and SGD/JPY = 84.6579 as at the Last Trading Day.
Countries: AU: Australia; CN: China; CH: Switzerland; FR: France; GE: Germany; HK SAR: Hong Kong SAR; IN: India; JP: Japan; MY: Malaysia; NL: Netherlands; SG: Singapore; KR: South Korea; UK: United Kingdom; US: United States of America; VN: Vietnam.

Note:

(1) Illustrative market capitalisation of the Merged Entity is calculated based on the Scheme Issue Price of S$2.0039 and the pro forma total number of units outstanding for the Merged Entity as at the Last Trading Day of 5,217.8 million, assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-and-Scrip Consideration or the Cash-Only Consideration. Assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration, the market capitalisation for Merged Entity would be S$10.9 billion.

(ii) **The Merged Entity will have a free float size equivalent to or greater than MCT's and will remain a constituent of key indices**

The Merged Entity will maintain a free float equivalent to or greater than MCT's current free float size, valued at S$4.5 billion as at the Last Trading Day, and is the fifth[18] largest free float size among S-REITs. Any potential uplift in the Merged Entity's free float size on completion of the Merger and the Preferential Offering[19], will be determined by the results of the election of the form of the Scheme Consideration to be received by the MNACT Unitholders, increasing with the election of the Scrip-Only Consideration or Cash-and-Scrip Consideration and pro-rata participation of MCT Unitholders in the Preferential Offering.

Currently, MCT is a constituent in key representative indices including the FTSE EPRA Nareit Developed Index and Developed Asia Index, the MSCI Singapore Index and the Straits Times Index.

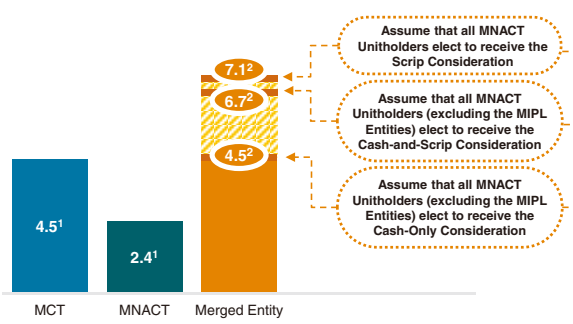
[18] Based on the top 10 S-REITs by free float market capitalisation (excluding the Merged Entity) as at the Last Trading Day. Top 10 REITs by free float market cap: Ascendas Real Estate Investment Trust ("**AREIT**"), CapitaLand Integrated Commercial Trust ("**CICT**"), Mapletree Logistics Trust ("**MLT**"), Mapletree Industrial Trust ("**MIT**"), MCT, Frasers Logistics & Commercial Trust ("**FLCT**"), Frasers Centrepoint Trust, Keppel DC REIT, MNACT and Keppel REIT. Free float calculated as total units excluding sponsor-held units.

[19] The Preferential Offering will only proceed if the conditions to the Preferential Offering have been satisfied. Please refer to the MCT Circular for information regarding the conditions to the Preferential Offering.

The Merged Entity is expected to continue to be a constituent in the same indices. Based on the developed markets classification in the FTSE EPRA Nareit Developed Index and Developed Asia Index, the Merged Entity is expected to remain a constituent in the FTSE EPRA Nareit Developed Index and Developed Asia Index as the pro forma EBIT contribution of the Merged Entity will continue to be primarily from the developed markets, estimated at 88.1%. In addition, the Merged Entity will maintain or expand its representation in both dthe MSCI Singapore Index and Straits Times Index, depending on the uplift in free float (if any) and remains one of the top five largest S-REITs in terms of free float size as at the Last Trading Day.

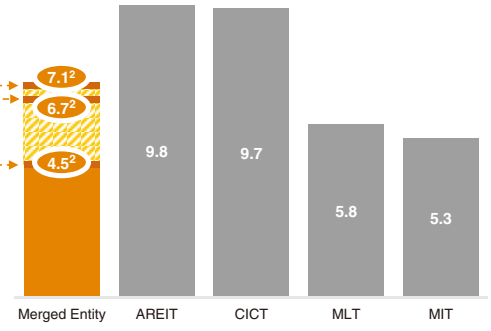
Potential improvement in trading liquidity

Free Float (S$bn)



The Merged Entity remains one of the top 5 largest S-REITs in terms of free float size

Top 5 S-REITs by Free Float Size (S$bn)[3], as at the Last Trading Day



The Merged Entity is expected to remain a constituent in key representative indices including the FTSE EPRA Nareit Developed Index and Developed Asia Index, the MSCI Singapore Index and the Straits Times Index

Sources: FactSet, Market data aligned to MSCI Singapore Index closing information as at the Last Trading Day.

Notes:

(1) Free float for MCT excludes MCT Units held by the Sponsor via The HarbourFront Pte Ltd, HarbourFront Place Pte Ltd, HarbourFront Eight Pte Ltd, Sienna Pte Ltd and the MCT Manager. Free float for MNACT excludes MNACT Units held by the Sponsor via Kent, Suffolk, the MNACT Manager and MNAPML. MCT's free float is computed based on 2,239.6 million free float units multiplied by MCT Unit price of S$2.0000 as at the Last Trading Day. MNACT's free float is computed based on 2,182.3 million free float units multiplied by MNACT Unit price of S$1.1100 as at the Last Trading Day.

(2) The Merged Entity's free float excludes units that would be held by the Sponsor through its various subsidiaries and associates. The Merged Entity's free float is computed based on 3,332.7 million free float units multiplied by the Scheme Issue Price of S$2.0039 per unit, assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-and-Scrip Consideration. The Merged Entity's free float is computed based on 3,540.9 million free float units multiplied by the Scheme Issue Price of S$2.0039 per unit, assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration. The Merged Entity's free float is computed based on 2,239.6 million free float units multiplied by the Scheme Issue Price of S$2.0039 per unit, assuming all MNACT Unitholders elect to receive the Cash-Only Consideration.

(3) Based on the top 10 S-REITs by free float market capitalisation (excluding the Merged Entity) as at the Last Trading Day. Top 10 REITs by free float market cap: AREIT, CICT, MLT, MIT, MCT, Frasers Logistics & Commercial Trust, Frasers Centrepoint Trust, Keppel DC REIT, MNACT and Keppel REIT. Free float calculated as total units excluding sponsor-held units.

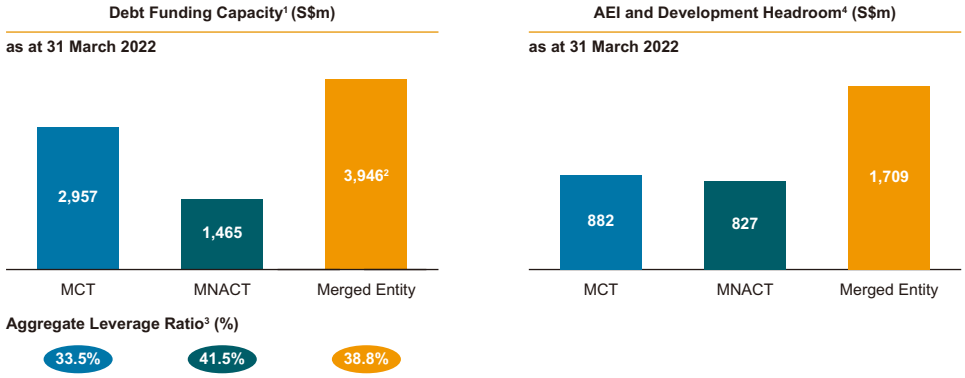
(d) **Enlarged Platform Better Positioned to Unlock Upside Potential**

(i) **Enhanced financial flexibility to pursue more growth opportunities**

The Merged Entity is expected to have an aggregate leverage ratio of 38.8%[20] as at 31 March 2022, on a pro forma basis, and will have a larger debt funding capacity of approximately S$3.9 billion.

This will allow the Merged Entity to act more swiftly to capture investment opportunities as and when they present themselves, and to have greater flexibility to pursue larger acquisitions and undertake capital recycling initiatives, strengthening its overall ability to compete for inorganic growth opportunities.

The Merged Entity is also expected to have a larger development headroom of S$1.7 billion and will be able to undertake more asset enhancement initiatives ("**AEI**") and development initiatives to boost organic growth for unitholders.



Notes:

(1) Debt funding capacity based on the aggregate leverage limit of 50.0% as permitted by the Property Funds Appendix.

(2) Debt funding capacity assumes that an additional S$237.9 million of Acquisition Debt was drawn down on 1 April 2021 to partially fund the cash component of the Scheme Consideration and the Transaction Costs[21] of the Merger, assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-and-Scrip Consideration or Cash-Only Consideration.

(3) Aggregate leverage ratios for MCT and MNACT as at 31 March 2022 as announced on 20 April 2022 and 19 April 2022, respectively.

(4) Development headroom calculated based on 10.0% of the deposited property of MCT, MNACT and the Merged Entity, respectively, with the deposited property of the Merged Entity based off the pro forma aggregate deposited property of MCT and MNACT. MCT's AUM and MNACT's AUM as at 31 March 2022 were used as proxy for the deposited property.

[20] Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-and-Scrip Consideration or the Cash-Only Consideration.

[21] References to "Transaction Costs" means the upfront financing costs, professional and other fees and expenses incurred or to be incurred in connection with the Merger and if undertaken, the Preferential Offering. Please refer to Paragraph 5.11 of the MCT Circular for more information.

(e) **Attractive Financial Returns to Unitholders**

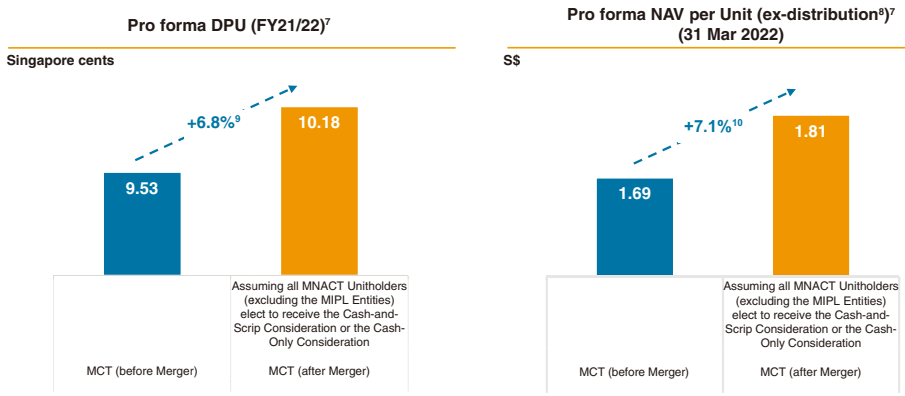
(i) **MCT: FY21/22 Pro Forma DPU and NAV accretive to MCT Unitholders**

Assuming that the Merger had been completed on 1 April 2021, the pro forma DPU for FY21/22 would have increased from 9.53 Singapore cents to 9.94 Singapore cents (assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration) or 10.18 Singapore cents (assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-and-Scrip Consideration or Cash-Only Consideration). This translates to a pro forma FY21/22 DPU accretion of 4.3% and 6.8%, respectively.

Additionally, assuming that the Merger had been completed on 31 March 2022, the pro forma NAV per unit (ex-distribution) as at 31 March 2022 would have increased from S$1.69 to S$1.81 for all three Scheme Consideration options. This translates to a pro forma FY21/22 NAV per unit accretion of 7.1%.

The MCT Manager made capital allowance claims and retained capital distribution totalling S$43.7 million in FY19/20 to conserve liquidity in view of the uncertainty due to the COVID-19 pandemic. Of this, S$28.0 million was released to MCT Unitholders in FY20/21 and the balance retained cash of S$15.7 million was released to MCT Unitholders in FY21/22.

FY21/22 Pro Forma DPU[1,2,3] and NAV accretive[4,5,6] to MCT Unitholders



Notes:

(1) Assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration, the Scheme Consideration is assumed to comprise: (i) S$18.1 million of Acquisition Debt drawn down to fund the Transaction Costs of the Merger; and (ii) 2,086.6 million Consideration Units issued at the Scheme Issue Price of S$2.0039 per unit.

(2) Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-and-Scrip Consideration, the Scheme Consideration is assumed to comprise: (i) additional S$237.9 million of Acquisition Debt drawn down and S$200.0 million of perpetual securities issued to fund the cash component of the Scheme Consideration and Transaction Costs of the Merger; (ii) 1,878.4 million Consideration Units issued at the Scheme Issue Price of S$2.0039 per unit.

(3) Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-Only Consideration, the Scheme Consideration assumes (i) additional S$237.9 million of Acquisition Debt drawn down and S$200.0 million of perpetual securities issued to fund the cash component of the Scheme Consideration and Transaction Costs of the Merger; and (ii) 785.3 million Consideration Units and 1,093.1 million MCT Units issued through the Preferential Offering at the Scheme Issue Price of S$2.0039 per unit.

(4) Assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration, the Scheme Consideration is assumed to comprise: (i) S$18.1 million of Acquisition Debt drawn down to fund the Transaction Costs of the Merger; and (ii) 2,103.7 million Consideration Units issued at the Scheme Issue Price of S$2.0039 per unit.

(5) Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-and-Scrip Consideration, the Scheme Consideration is assumed to comprise: (i) additional S$237.9 million of Acquisition Debt drawn down and S$200.0 million of perpetual securities issued to fund the cash component of the Scheme Consideration and Transaction Costs of the Merger; (ii) 1,895.5 million Consideration Units issued at the Scheme Issue Price of S$2.0039 per unit.

(6) Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-Only Consideration, the Scheme Consideration assumes (i) additional S$237.9 million of Acquisition Debt drawn down and S$200.0 million of perpetual securities issued to fund the cash component of the Scheme Consideration and Transaction Costs of the Merger; and (ii) 802.4 million Consideration Units and 1,093.1 million MCT Units issued through the Preferential Offering at the Scheme Issue Price of S$2.0039 per unit.

(7) The pro forma financial effects of the Merger on MCT and all references to the pro forma financial information of MCT are for illustrative purposes only; they are not intended to be nor shall they constitute profit forecasts.

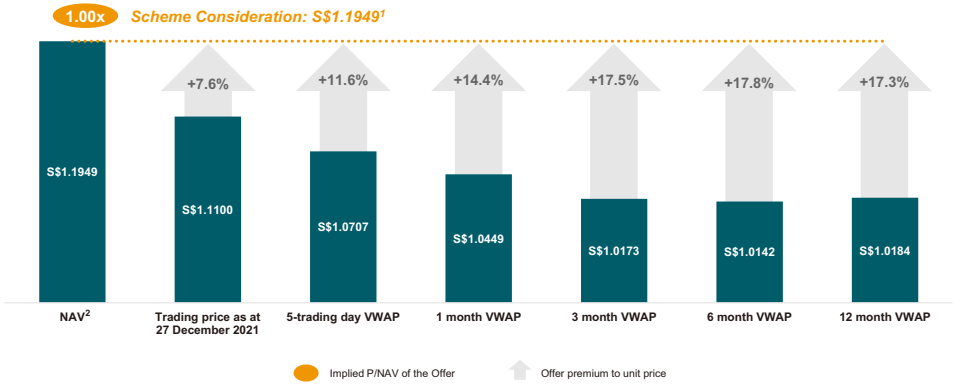
(8) Excludes MCT's reported 2H FY21/22 DPU of 5.14 Singapore cents.

(9) Assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration, the Merged Entity's pro forma FY21/22 DPU is 9.94 Singapore cents and the pro forma FY21/22 DPU accretion is 4.3%.

(10) Assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration, the Merged Entity's pro forma NAV per unit (ex-distribution) as at 31 March 2022 is S$1.81 and the pro forma NAV accretion as at 31 March 2022 is 7.1%.

(ii) **MNACT: Scheme Consideration is at a premium over MNACT's trading prices and in line with NAV per unit**

The Scheme Consideration of S$1.1949 is equivalent to the NAV per MNACT Unit (as at Joint Announcement Date). It is at an attractive premium of 7.6%, 11.6%, 14.4%, 17.5%, 17.8% and 17.3% over MNACT's trading price as at the Last Trading Day, 5-trading day, 1-month, 3-month, 6-month, and 12-month VWAP of S$1.1100, S$1.0707, S$1.0449, S$1.0173, S$1.0142 and S$1.0184 per MNACT Unit, respectively.



Source: Market data as at the Last Trading Day (i.e. 27 December 2021).

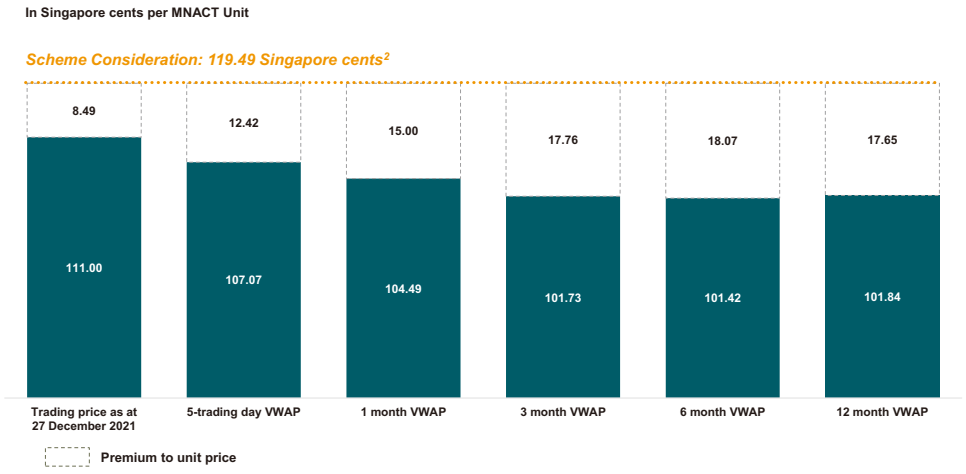
Notes:

(1) Computed by multiplying the illustrative value of one new MCT Unit at the Scheme Issue Price of S$2.0039, which is determined by reference to the 1-day VWAP per MCT Unit as at the Last Trading Day (i) by 0.5963x under the Scrip-Only Consideration or (ii) by 0.5009x, plus the cash component of S$0.1912 under the Cash-and-Scrip Consideration.

(2) Based on MNACT's NAV per unit as at 30 September 2021 and applying the following adjustments: (i) excludes MNACT's reported 1H FY21/22 DPU of 3.426 Singapore cents paid on 24 December 2021, and (ii) assumes valuation of MNACT's investment properties and joint venture held as at 30 September 2021 is based on valuation as at 31 October 2021 as announced on 31 December 2021.

The Scheme Consideration of S$1.1949 is at an attractive premium of 8.49, 12.42, 15.00, 17.76, 18.07 and 17.65 Singapore cents over MNACT's trading price as at the Last Trading Day, 5-trading day, 1-month, 3-month, 6-month, and 12-month VWAP of 111.00, 107.07, 104.49, 101.73, 101.42 and 101.84 Singapore cents per MNACT Unit, respectively. This is more than 1 to 2.5 years' worth of DPU to MNACT Unitholders.

Premium over MNACT's trading prices are more than 1 to 2.5 years of DPU[1]



Source: Market data as at the Last Trading Day (i.e. 27 December 2021).

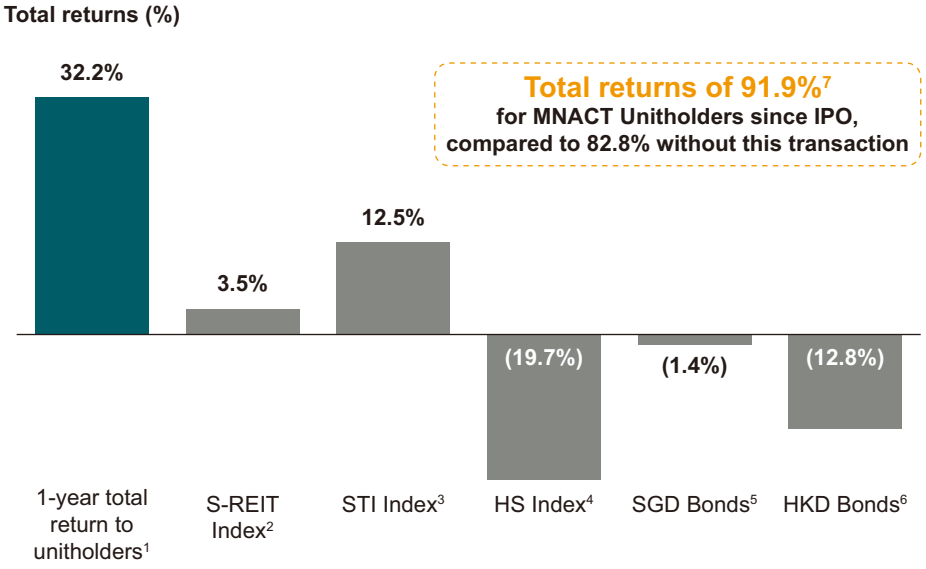
Notes:

(1) Based on total DPU of 6.7250 Singapore cents per unit from 2H FY20/21 to 1H FY21/22 and 16.7250 Singapore cents per unit from FY19/20 to 1H FY21/22.

(2) Computed by multiplying the illustrative value of one new MCT Unit at the Scheme Issue Price of S$2.0039, which is determined by reference to the 1-day VWAP per MCT Unit as at the Last Trading Day (i.e. 27 December 2021) (i) by 0.5963x under the Scrip-Only Consideration or (ii) by 0.5009x, plus the cash component of S$0.1912 under the Cash-and-Scrip Consideration.

(iii) **MNACT: Superior total returns and attractive spreads over benchmark instruments**

The Scheme Consideration of S$1.1949 translates to a 1-year total return of 32.2% to MNACT Unitholders, outperforming market benchmarks comprising Singapore and Hong Kong SAR market indices and bonds.



Source: Market data as at the Last Trading Day (i.e. 27 December 2021). Total returns calculated assuming period of 24 December 2020 to the Last Trading Day (i.e. 27 December 2021) (no reinvestment of distributions). Total returns since IPO is calculated assuming a period of 7 March 2013 to the Last Trading Day (i.e. 27 December 2021).

Notes:

(1) Derived 1-year total return comprising the sum of (i) illustrative capital appreciation based on the opening unit price of S$0.9550 and the Scheme Consideration of S$1.1949 per MNACT Unit, and (ii) DPU yield based on DPU of 6.725 Singapore cents for the period from 2H FY20/21 and 1H FY21/22, assuming no reinvestment of distributions in security.

(2) Derived from 1-year total returns analysis on Lion-Phillip S-REIT ETF (Singapore).

(3) Derived from 1-year total returns analysis on SPDR Straits Times Index ETF (Singapore).

(4) Derived from 1-year total returns analysis on Hang Seng Investment Index Funds Series.

(5) Derived from 1-year total returns analysis on Legg Mason Western Asset Singapore Bond Fund which invests primarily in SGD denominated fixed income securities and money market instruments.

(6) Derived from 1-year total assets analysis on JP Morgan SAR Funds – HKD Bond Fund which invests primarily in HKD denominated interest bearing securities.

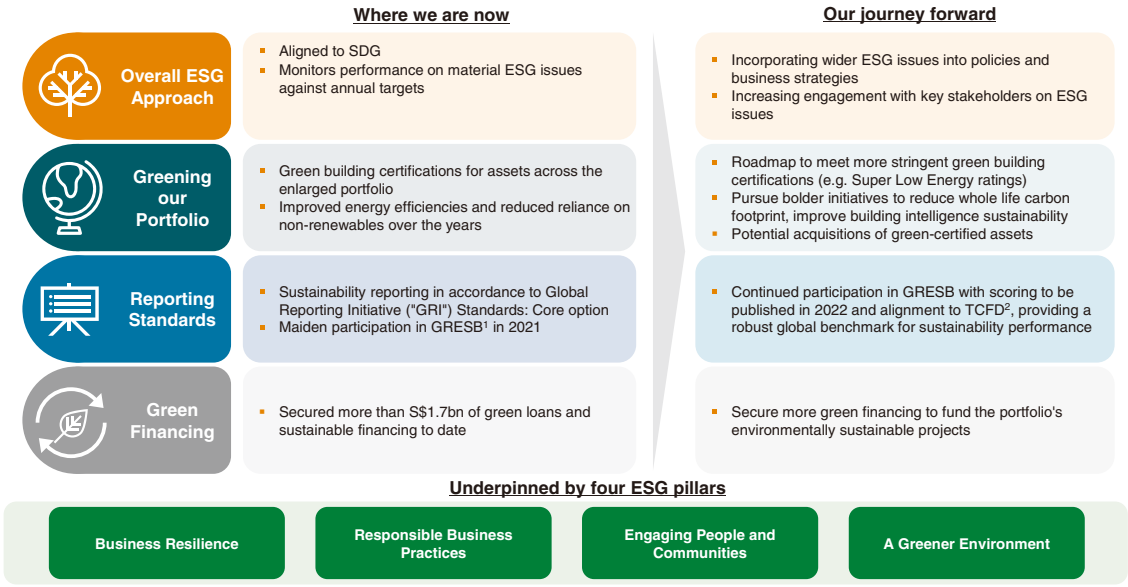
(7) Total returns since IPO based on capital appreciation on unit price since IPO (S$0.93) compared to the Scheme Consideration of S$1.1949 per MNACT Unit, and DPU yield based on DPU of 59.011 Singapore cents for the period from 1 April 2013 to 30 September 2021, and assuming no reinvestment of distributions in security.

(f) **Reinforced Commitment to Sustainability**

Both MCT and MNACT have demonstrated firm and longstanding commitment to sustainability and have been proactive in delivering long-term value while minimising the impact to the environment and community. To date, MCT and MNACT have aligned their sustainability approach and efforts to the SDG, including relevant SDGs such as

Affordable and Clean Energy, Sustainable Cities and Communities, and Decent Work and Economic Growth. Assets across both REITs' portfolios have also received various green building certifications. For example, Festival Walk and MBC have been accorded the highest green building accolades by the respective local authorities in recognition of the building's environmental impact and performance. The Merged Entity is expected to continue the sustainability reporting standards, sustainability practices and green financing efforts of both REITs. This will enhance the business resilience of the Merged Entity and demonstrate its commitment to drive environmental stewardship, engage stakeholders and communities, as well as uphold high standards of corporate governance.

Post-Merger, the Merged Entity will proactively pursue more ESG initiatives such as incorporating wider ESG considerations into business strategies and corporate policies. The Merged Entity will establish a roadmap for more assets to be green-certified. For existing assets with green certification, these are expected to meet more stringent green building certifications (such as Singapore Building and Construction Authority's Green Mark 2021 Platinum and Super Low Energy ratings), undertake bolder initiatives to reduce whole life carbon footprint and improve assets' overall sustainability. The Merged Entity will also enhance its ESG reporting standards through its participation in GRESB and alignment to the TCFD, as well as secure more green financing for environmentally-sustainable projects. These initiatives will improve the Merged Entity's ESG performance, thereby creating more value for stakeholders in the long run.



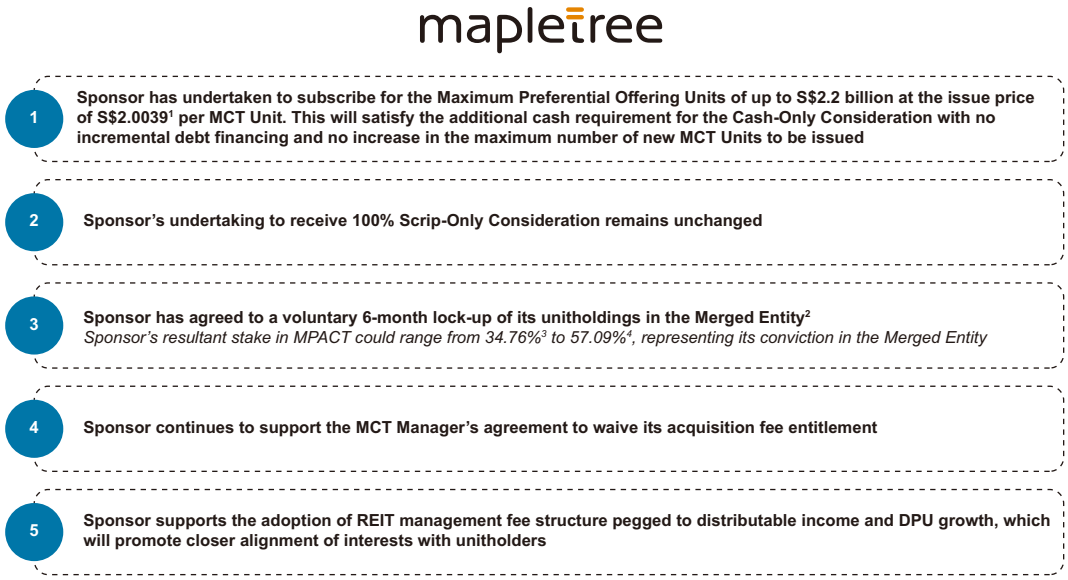
Notes:

(1) GRESB is an investor-driven organisation committed to assessing the ESG performance of real assets globally. The GRESB Real Estate Assessment provides the basis for systematic reporting, scoring and peer benchmarking of ESG management and performance of property companies and funds around the world.

(2) The TCFD was established to develop recommendations for more effective climate-related disclosures and, in turn, enable stakeholders to understand better the companies' exposures to climate-related risks.

(g) **Continued Support and Strong Commitment from Sponsor**

MIPL, as Sponsor of MCT and MNACT has demonstrated its conviction and support for the Merger and the Trust Scheme as well as its confidence in the long term value and articulated strategy of the Merged Entity.



Notes:

(1) The issue price of S$2.0039 per MCT Unit under the Preferential Offering is the same as the Scheme Issue Price of each Consideration Unit of S$2.0039 (being the 1-day VWAP per MCT Unit as at the Last Trading Day).

(2) The lock-up period commences from the earlier of the date of completion of the Trust Scheme and the date of completion of the Preferential Offering until the date falling six (6) months after such date.

(3) Based on an aggregate of 5,427,244,574 units in the Merged Entity, assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration. This figure does not take into consideration any fees that may be payable in MCT Units or MNACT Units to the MCT Manager, the MNACT Manager or MNAPML (in its capacity as property manager of the MNACT Properties) prior to the Record Date.

(4) Based on an aggregate of 5,218,993,868 units in the Merged Entity, assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-Only Consideration and the relevant MIPL Entities subscribe for the Maximum Preferential Offering Units. This figure does not take into consideration any fees that may be payable in MCT Units or MNACT Units to the MCT Manager, the MNACT Manager or MNAPML (in its capacity as property manager of the MNACT Properties) prior to the record date of the Preferential Offering.

(i) **Full Backing of Preferential Offering by Sponsor**

To further demonstrate its conviction and support for the Merger, the Sponsor has undertaken via the MIPL Undertaking to subscribe for the Maximum Preferential Offering Units of up to S$2.2 billion at an issue price of S$2.0039 per Preferential Offering Unit. This will be used to finance the additional cash requirement for the Cash-Only Consideration with no incremental debt financing requirement nor impact on the aggregate leverage of MCT and the Merged Entity above that which was already required or would result under the Trust Scheme prior to the introduction of the Cash-Only Consideration.

(ii) **Sponsor's undertaking to receive 100.0% Scrip-Only Consideration remains unchanged**

The Sponsor has provided an undertaking to receive 100.0% Scrip-Only Consideration as payment of the Scheme Consideration in respect of all its MNACT Units. Accordingly, the MIPL Entities which hold MNACT Units, being Kent, Suffolk, MNAPML and the MNACT Manager, will be electing to receive 100.0% Scrip-Only Consideration as payment of the Scheme Consideration in respect of all their MNACT Units. Please refer to Paragraph 5.6 of Appendix C to this Scheme Document for details of the unitholdings of the foregoing entities.

(iii) **Sponsor has agreed to a voluntary 6-month lock-up of its unitholdings in the Merged Entity**

As an additional demonstration of commitment for the Merged Entity and increased alignment with unitholders, MIPL has also agreed via the Sponsor Lock-Up Undertaking to a voluntary six-month lock-up of the unitholdings of the MIPL Entities in the Merged Entity following the completion of the Trust Scheme or the Preferential Offering[22] (whichever is earlier). The Sponsor's resultant stake in the Merged Entity could range from 34.76% to 57.09%, representing its conviction in the Merged Entity.

(iv) **Sponsor continues to support the MCT Manager's agreement to waive its acquisition fee entitlement**

To demonstrate its commitment and support for the Merger and growth of the Merged Entity, the MCT Manager (with the support of MIPL, which owns 100.0% of the MCT Manager and is the Sponsor of both MCT and MNACT) has agreed to waive its acquisition fee entitlement under the MCT Trust Deed in respect of the Merger.

(v) **Adoption of REIT management fee structure pegged to distributable income and DPU growth**

It is also intended that the management fee structure of the Merged Entity is to be pegged to distributable income and DPU growth[23]. The revised fee structure enables closer alignment of interests with unitholders of the Merged Entity by incentivising sustainable distributable income and DPU growth.

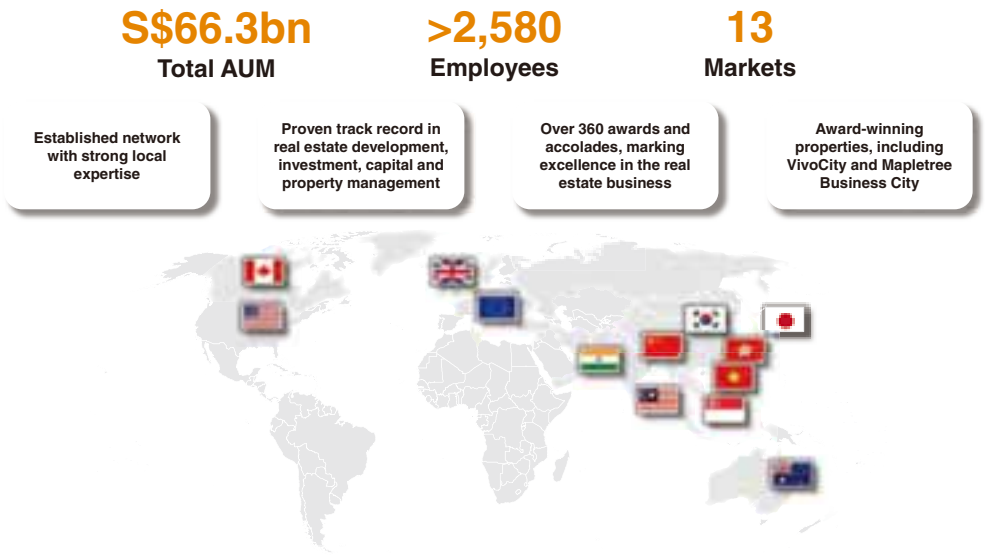
(vi) **Leverage on domain expertise and track record of Sponsor**

The Sponsor has an established global presence in 13 markets and over S$66 billion in AUM as well as proven track record in real estate development, investment, capital and property management. The Merged Entity will ultimately be able to leverage on the domain expertise of the Sponsor to pursue active asset management and enhancement and capture accretive investment opportunities more proactively.

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[22] The Preferential Offering will only proceed if the conditions to the Preferential Offering have been satisfied. Please refer to the MCT Circular for information regarding the conditions to the Preferential Offering.

[23] This is subject to the approval by MCT Unitholders of the MCT Trust Deed Amendments Resolution.



Source: MIPL figures as at 31 March 2021.

(h) **Rationale and Key Benefits: Conclusion**

The Merger is beneficial from strategic, operational and financial perspectives. The Merged Entity will be well positioned to navigate the changing macro environment and capitalise on an expected recovery from COVID-19.

Strategically, the Merger is expected to be a transformative merger combining strength and growth potential to create a flagship Asian commercial REIT with stability and scale. The Merged Entity will be a proxy to key gateway markets of Asia that is anchored by a high quality and diversified commercial portfolio. The integration of size and a ready platform will place the Merged Entity well to pursue growth opportunities across geographies. The Merged Entity will have a free float size equivalent to or greater than MCT's and will remain a constituent of key indices, ultimately benefitting all unitholders of the Merged Entity.

Operational synergies can be realised through the implementation of best practices across the enlarged platform and the integration and cross-pollination of the MCT and MNACT teams across core functions and geographies. In addition, with access to both tenants of MCT and MNACT, the Merged Entity will have the ability to provide choice locations for tenants across Singapore and other parts of North Asia.

From a financial perspective, the Merger will be beneficial to both MCT and MNACT Unitholders. For MCT Unitholders, the transaction translates to a historical pro forma DPU and NAV accretion of 6.8% and 7.1%, respectively[24], assuming all MNACT Unitholders (excluding the MIPL Entities) elect for the Cash-and-Scrip Consideration or the Cash-Only Consideration. For MNACT Unitholders, the Scheme Consideration is at a premium to MNACT's historical trading price[25] and in line with NAV (as at Joint Announcement Date), provides an attractive and immediate cash benefit, and offers superior total returns as compared to benchmark instruments[26].

[24] Please refer to Schedule H of the Offeror's Letter for more details.

[25] Refer to Paragraph 3.1(e)(ii) of this Letter to MNACT Unitholders.

[26] Refer to Paragraph 3.1(e)(iii) of this Letter to MNACT Unitholders.

Through the Merger, MCT and MNACT will be able to tap on the next stage of growth almost immediately to build an even stronger platform and to deliver sustainable value to all unitholders.



3.2 Information on the Merged Entity

(a) Unitholding Percentages in the Merged Entity

As set out in Paragraph 1.6 of the Offeror's Letter, the following table sets out the unitholding percentages in each of MCT and MNACT as at the Latest Practicable Date and in the Merged Entity after the Trust Scheme and, if undertaken, the Preferential Offering. The table is prepared based on the following assumptions:

(i) the size of the Preferential Offering will be determined based on (a) the results of the election of the form of the Scheme Consideration to be received by the MNACT Unitholders pursuant to the Trust Scheme, and (b) the proportion of MCT Unitholders (excluding the MIPL Entities) who elect to subscribe for the Preferential Offering Units;

(ii) to fund the cash component of the Scheme Consideration, MCT proposes to raise (a) up to S$417.3 million[27] through the issuance of perpetual securities and/or debt funding and (b) up to S$2.2 billion through the Preferential Offering;

(iii) the Preferential Offering is not subscribed for by any other MCT Unitholder, and any one or more of the relevant MIPL Entities is or are (as the case may be) required to subscribe for the Maximum Preferential Offering Units (the "**Excess Commitment**"); and

[27] The maximum cash amount required by MCT to satisfy the cash component of the Cash-and-Scrip Consideration is approximately S$417.3 million, assuming that all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-and-Scrip Consideration.

(iv) the resultant unitholdings of MIPL Entities in the Merged Entity set out in the following table do not take into consideration any fees that may be payable in units to the MCT Manager, the MNACT Manager or MNAPML (in its capacity as property manager of the MNACT Properties) prior to the Record Date or the record date to be announced by the MCT Manager on which the Register of MCT Unitholders will be closed to determine the eligibility of the MCT Unitholders to participate in the Preferential Offering (the "**Preferential Offering Record Date**") (as the case may be).

	As at the Latest Practicable Date		**After the Trust Scheme**		**After the Trust Scheme and the Preferential Offering (assuming Excess Commitment)**
			Assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration	**Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-and-Scrip Consideration**	**Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-Only Consideration**
Unitholders	**MCT (%)[1]**	**MNACT (%)[2]**	**Merged Entity (%)[3]**	**Merged Entity (%)[4]**	**Merged Entity (%)[5]**
The HarbourFront Pte Ltd, HarbourFront Place Pte. Ltd., HarbourFront Eight Pte Ltd, Sienna Pte. Ltd. and the MCT Manager	32.61	–	19.97	20.77	41.71
Kent, Suffolk, MNAPML and the MNACT Manager	–	38.14	14.79	15.37	15.37
Sub-Total of MIPL Entities	**32.61**	**38.14**	**34.76**	**36.14**	**57.09**
MCT Concert Party Group (excluding the MIPL Entities)[6]	1.10	1.40	1.22	1.18	0.70
Other existing MCT Unitholders	66.28	–	40.59	42.21	42.21
Other MNACT Unitholders who will become unitholders of the Merged Entity upon the completion of the Trust Scheme	–	60.46	23.44	20.47	–
Total	**100.00**	**100.00**	**100.00**	**100.00**	**100.00**

Notes: The percentages are rounded to the nearest two decimal places. Total percentage values may not add up to 100.0% due to rounding differences.

(1) Based on a total of 3,323,513,585 MCT Units as at the Latest Practicable Date.

(2) Based on a total of 3,527,974,156 MNACT Units as at the Latest Practicable Date.

(3) Based on an aggregate of 5,427,244,574 units in the Merged Entity, assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration. This figure does not take into consideration any fees that may be payable in units to the MCT Manager, the MNACT Manager or MNAPML (in its capacity as property manager of the MNACT Properties) prior to the Record Date.

(4) Based on an aggregate of 5,219,052,142 units in the Merged Entity, assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-and-Scrip Consideration. This figure does not take into consideration any fees that may be payable in units to the MCT Manager, the MNACT Manager or MNAPML (in its capacity as property manager of the MNACT Properties) prior to the Record Date.

(5) Based on an aggregate of 5,218,993,868 units in the Merged Entity, assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-Only Consideration and MIPL Entities fulfil their Excess Commitment in full. This figure does not take into consideration any fees that may be payable in MCT Units or MNACT Units to the MCT Manager, the MNACT Manager or MNAPML (in its capacity as property manager of the MNACT Properties) prior to the Preferential Offering Record Date.

(6) The details of the MCT Concert Party Group (as defined in Paragraph 9.1 of the Offeror's Letter) (excluding the MIPL Entities), are set out in Paragraphs 1 and 2 of Schedule G to the Offeror's Letter.

For completeness, the MCT Manager, the MNACT Manager and MNAPML (in its capacity as property manager of the MNACT Properties) may receive fees payable in MCT Units or MNACT Units prior to the Effective Date. Further details of such fee issuances are set out in Paragraph 8.2 of the MCT Circular.

In addition to the Preferential Offering Units and the Consideration Units:

(a) pursuant to the MCT Trust Deed, the MCT Manager (being an MIPL Entity), may receive up to an additional 4,533,905 new MCT Units prior to the Record Date or the Preferential Offering Record Date (as the case may be)[28], as payment of its base fee for the period from 1 January 2022 to 31 March 2022 (both dates inclusive) and its performance fees for the financial year ending 31 March 2022 (the "**4Q FY21/22 MCT Fee Units**"); and

(b) the MNACT Manager and MNAPML (each of whom is an MIPL Entity) may, prior to the Record Date or the Preferential Offering Record Date (as the case may be), receive up to approximately 11,591,728 MNACT Units (the "**MNACT Fee Units**") as payment for fees pursuant to the MNACT Trust Deed and the Master Property Management Agreement, and these MNACT Fee Units will, on completion of the Trust Scheme, be transferred to MCT in exchange for Consideration Units. The actual number of MNACT Fee Units to be issued to the MNACT Manager and MNAPML (in its capacity as property manager of the MNACT Properties) will depend on the fees payable and the actual issue prices as determined in accordance with the MNACT Trust Deed and the Master Property Management Agreement.

[28] Assumes that the Record Date and the Preferential Offering Record Date fall on or prior to 31 July 2022.

Assuming the issuance of up to 4,533,905 4Q FY21/22 MCT Fee Units and up to 11,591,728 MNACT Fee Units prior to the Record Date or the Preferential Offering Record Date (as the case may be), the aggregate resultant unitholding interest of the MIPL Entities in the Merged Entity[29] will be approximately:

(1) 34.89% immediately after the Trust Scheme (assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration);

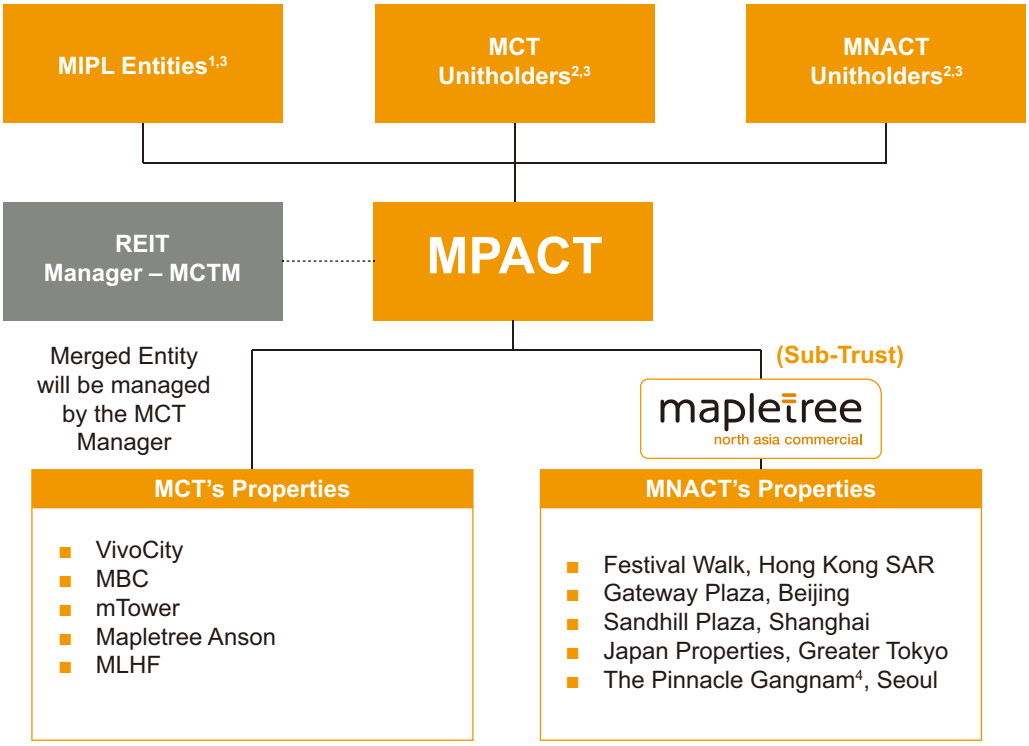
(2) 36.28% immediately after the Trust Scheme (assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-and-Scrip Consideration); and

(3) 57.18% immediately after the Preferential Offering (assuming Excess Commitment) and the Trust Scheme (assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-Only Consideration).

(b) **Merged Entity Structure**

Following the Merger, it is intended that the Merged Entity will be renamed "Mapletree Pan Asia Commercial Trust".

It is currently envisaged that the indicative structure of the Merged Entity immediately upon completion of the Merger will be as follows:



[29] Further assuming that the MCT Units to be issued as payment of management fees for the quarter ending 30 June 2022 are issued to the MCT Manager subsequent to the completion of the Trust Scheme and, if undertaken, the Preferential Offering.

Notes: Simplified group structure for illustration only. Assuming completion of the Merger and the Trust Scheme.

(1) Before the Merger, as at the Latest Practicable Date, MIPL Entities held 32.61% interest (including indirect interest) in MCT, and 38.14% interest (including indirect interest) in MNACT.

(2) Before the Merger, as at the Latest Practicable Date, unitholders (excluding the MIPL Entities) held 67.39% interest in MCT, and 61.86% interest in MNACT.

(3) The interests of the respective unitholders (including the MIPL Entities) in MCT are calculated based on a total of 3,323,513,585 MCT Units in issue as at the Latest Practicable Date. The interests of the respective unitholders (including the MIPL Entities) in MNACT are calculated based on a total of 3,527,974,156 MNACT Units in issue as at the Latest Practicable Date.

(4) MNACT's effective interest in TPG is 50.0%.

3.3 Future Intentions for the Merged Entity

(a) Intentions for the Merged Entity

As stated in Paragraph 4.1 of the Offeror's Letter, subject to the Trust Scheme becoming effective on the Effective Date, it is intended that the following matters be undertaken:

(i) Expansion of Investment Mandate

As stated in Paragraph 1.6.3 of the Offeror's Letter, it is intended that upon the Trust Scheme becoming effective in accordance with its terms, the existing investment mandate of MCT will be expanded pursuant to the MCT Trust Deed. Under the MCT Trust Deed, the MCT Manager may from time to time change MCT's investment policies subject to compliance with the Listing Manual, so long as it has given not less than 30 days' prior notice of the change to the MCT Trustee and MCT Unitholders by way of an announcement to the SGX-ST.

For the purposes of Clause 10.2.4 of the MCT Trust Deed, the announcement of the Merger released by the MCT Manager on the Joint Announcement Date is deemed to be the notice of the expansion of the existing investment mandate of MCT (as the Merged Entity) on or before the Trust Scheme becoming effective in accordance with its terms.

The Expanded Investment Mandate will be to invest on a long-term basis in a diversified portfolio of income-producing real estate used primarily for office and/or retail purposes, as well as real estate-related assets, in the key gateway markets of Asia (including but not limited to Singapore, China, Hong Kong SAR, Japan and South Korea). The Expanded Investment Mandate takes into account the geographic focus of the Merged Entity's portfolio post-Merger.

(ii) **Appointment of the MCT Manager as manager of MNACT and Fee Structure of the Merged Entity**

On or about the completion of the Merger, it is intended that the MNACT Manager will retire as the manager of MNACT and the MCT Manager will be appointed as the manager of the delisted MNACT, in each case, in accordance with the terms of the MNACT Trust Deed. Accordingly, it is currently intended that the management fees which would otherwise have been payable to the MNACT Manager (including base management fees, performance management fees, acquisition fees and divestment fees) pursuant to the MNACT Trust Deed will, instead, be payable to the MCT Manager.

It is also intended that, subject to the approval by MCT Unitholders of the MCT Trust Deed Amendments Resolution, a revised management fee structure for the Merged Entity will be adopted. For further details please see Paragraph 3.4.

(iii) **Board and Management of the Merged Entity**

The existing board of directors of the MCT Manager will be reviewing the composition of the board of directors and management of the MCT Manager. The MCT Manager expects that post-review, the board of directors of the manager of the Merged Entity will comprise such number of independent directors to be in line with the corporate governance requirements applicable to REIT managers, including the Code of Corporate Governance 2018. The appointment of any new directors or key management staff of the Merged Entity (if any) will be subject to the relevant corporate approvals and the approval of the MAS (if applicable).

As at the Latest Practicable Date, it is intended that Ms. Lim Hwee Li Sharon, who currently holds the positions of Chief Executive Officer and Executive Director in the MCT Manager, will retain these positions in the manager of the Merged Entity following completion of the Merger.

(iv) **Renaming of the Merged Entity**

Following the Merger, the Merged Entity will be renamed as "Mapletree Pan Asia Commercial Trust".

(v) **Indebtedness**

As at the Latest Practicable Date, the MCT Group has total borrowings of approximately S$3,014.0 million, comprising the following:

(a) S$2,084.0 million unsecured bank borrowings; and

(b) S$930.0 million outstanding principal amount of notes issued by Mapletree Commercial Trust Treasury Company Pte. Ltd. pursuant to the S$1.0 billion Multicurrency Medium Term Note Programme established on 8 August 2012. The Programme limit has been increased to S$3.0 billion with effect from 29 June 2018. The notes are guaranteed by the MCT Trustee.

In addition, as at the Latest Practicable Date, the MCT Group has issued approximately S$1.9 million in banker's guarantees.

Save as disclosed above and in any other information which is publicly available (including, without limitation, the announcements released by the MCT Manager, on behalf of MCT, on SGXNET), as at the Latest Practicable Date, the MCT Group does not have any outstanding bank overdrafts or loans, or other similar indebtedness, mortgages, charges, guarantees or other material contingent liabilities.

The pro forma leverage ratio[30] (based on total deposited property)[31] of the Merged Entity as at 31 March 2022, is expected to be 38.8% assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-and-Scrip Consideration or the Cash-Only Consideration and 37.5% assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration.

Any updates to the total amount of leverage calculated based on the above will be publicly disclosed by the Merged Entity in its results announcements to be released on the SGXNET from time to time in accordance with the Listing Manual.

(b) **MCT Manager's Strategy for the Merged Entity**

Please refer to Paragraph 4.2 of the Offeror's Letter, for the post-Merger strategy of the MCT Manager in respect of the Merged Entity.

(c) **Other Intentions**

(i) Save as set out in this Paragraph 3.3, there is presently no intention to (i) introduce any major changes to the business of MNACT, (ii) re-deploy the fixed assets of MNACT or (iii) discontinue the employment of the employees of the MNACT Group, in each case, save in the ordinary course of business or as a result of any internal reorganisation or restructuring within the Merged Entity which may be implemented after the Merger. However, the MCT Board retains and reserves the right and flexibility at any time and from time to time to consider any options in relation to the Merged Entity which may present themselves and which they may regard to be in the interests of the Merged Entity.

(ii) There may be interested person transactions (as defined in the Listing Manual) entered into in the ordinary course of business of the Merged Entity upon completion of the Merger. The Merged Entity will comply with the Listing Manual and make the relevant disclosures under Rule 905 of the Listing Manual if the aggregate value of such interested person transactions entered into in the same financial year (excluding the interested person transactions which have been approved by unitholders) is 3.0% or more of the latest audited net tangible assets of the Merged Entity.

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[30] The pro forma financial effects of the Merger on MCT and the Merged Entity have been prepared based on the MCT FY21/22 Unaudited Financial Statements and the MNACT FY21/22 Unaudited Financial Statements.

[31] The pro forma leverage ratio (inclusive of perpetual securities and based on total net assets) of the Merged Entity as at 31 March 2022, is expected to be 74.9% assuming all MNACT Unitholders (excluding the MIPL Entities), elect to receive the Cash-and-Scrip Consideration or the Cash-Only Consideration, and 67.6% assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration.

3.4 Fee Structure of the Merged Entity

It is also intended that, subject to the approval by MCT Unitholders of the MCT Trust Deed Amendments Resolution, a revised management fee structure will be adopted such that the management fees payable to the MCT Manager will constitute:

(a) base fee comprising 10.0% of the distributable income of the Merged Entity (calculated before accounting for the base fee and performance fee); and

(b) performance fee comprising 25.0% of the difference in DPU in a financial year with the DPU in the preceding financial year (calculated before accounting for the performance fee but after accounting for the base fee in that financial year) multiplied by the weighted average number of the Merged Entity's units in issue for such financial year.

For the avoidance of doubt:

(i) the revised management fee structure is subject to the approval of the MCT Unitholders which is being sought pursuant to the MCT Trust Deed Amendments and the MCT Trust Deed Amendments Resolution, and is subject to the Trust Scheme becoming effective in accordance with its terms and will take effect from the Effective Date;

(ii) the Merger will **not** be conditional on the approval of the MCT Trust Deed Amendments Resolution by the MCT Unitholders. In the event that the resolutions seeking the MCT Unitholders' approval for (1) the Merger, (2) the issuance of the Consideration Units and (3) the Whitewash Resolution are approved but the MCT Trust Deed Amendments Resolution is not approved, the Merger will proceed on satisfaction and/or waiver of all Conditions and MCT's existing fee structure will continue to apply to the Merged Entity; and

(iii) the MCT Trust Deed Amendments Resolution will **remain** conditional on the resolutions for (1) the Merger, (2) the issuance of the Consideration Units and (3) the Whitewash Resolution being approved by the MCT Unitholders. In the event that any of the above-mentioned resolutions are not passed, the MCT Trust Deed Amendments will not be adopted and MCT's existing fee structure will continue to apply to MCT.

Under the revised management fee structure, assuming the MCT Trust Deed Amendments Resolution is approved by the MCT Unitholders, the performance fee is payable if the DPU in any financial year exceeds the DPU in the preceding financial year, notwithstanding that the DPU in the financial year where the performance fee is payable may be less than the DPU in any preceding financial year[32]. In determining the performance fee, the first year for which DPU growth is based on is the financial year ended 31 March 2022. Further, in determining the performance fee for the financial year ending 31 March 2023, the difference in DPU will be based on the DPU of the Merged Entity for the financial year ending 31 March 2023 and the DPU of MCT for the financial year ended 31 March 2022.

[32] As an illustration, if the DPU is 5.20 Singapore cents in Year 1, 5.10 Singapore cents in Year 2 and 5.15 Singapore cents in Year 3, the performance fee is payable in relation to Year 3 as the DPU for Year 3 exceeds Year 2, notwithstanding that the DPU for Year 3 is less than the DPU for Year 1.

On 25 September 2020, the MNACT Manager announced that in consideration of the impact of COVID-19 on MNACT's distributions to MNACT Unitholders and to demonstrate the MNACT Manager's commitment to align its interest with MNACT Unitholders, the MNACT Manager will waive its entitlement to any performance fee as provided under the MNACT Trust Deed until such time that the DPU exceeds the threshold DPU of 7.124 cents, being the DPU achieved in FY19/20, prior to the full year impact of COVID-19.

As stated in question 9 of the responses to certain key questions and feedback received by the MNACT Manager which were announced on 23 February 2022 (see Appendix O to this Scheme Document), the performance fee waiver will no longer apply when MNACT is subsumed into the Merged Entity if the Merger takes place. If the MCT Trust Deed Amendments Resolution is approved by MCT Unitholders, the fee structure of the Merged Entity will then be aligned to the fee structure of MNACT and the MNACT Unitholders will also benefit from the more aligned fee structure.

As stated above, MNACT Unitholders should note that in the event that the approvals relating to the Merger (being the resolutions seeking the MCT Unitholders' approval for (1) the Merger and (2) the issuance of the Consideration Units) are obtained but the MCT Trust Deed Amendments are not approved, MCT's existing fee structure will continue to apply to the Merged Entity.

For the purpose of the computation of the performance fee only, the DPU shall be calculated based on all income of the Merged Entity arising from the operations of the Merged Entity, such as, but not limited to, rentals, interest, dividends, and other similar payments or income arising from the authorised investments of the Merged Entity but shall exclude any one-off income of the Merged Entity such as any income arising from any sale or disposal of (i) any real estate (whether directly or indirectly through one or more special purpose vehicles) or any part thereof, and (ii) any investments forming part of the assets of the Merged Entity or any part thereof. The rationale for computing the DPU in the manner described above is to ensure that the measure of the performance of the Merged Entity's manager is based on the recurring income of the Merged Entity arising from the operations as opposed to one-off income such as a sale or disposal of assets which may skew the DPU in a relevant financial year.

In accordance with MCT's current fee structure, there will be no change to the MCT Manager's ability to elect to receive the base fee and performance fee in cash or MCT Units or a combination of cash and MCT Units (as it may in its sole discretion determine).

For the avoidance of doubt, the acquisition fee and the divestment fee structure of the MCT Manager will remain unchanged and will be applicable to the Merged Entity.

Please refer to Schedule I, Part 1 to the Offeror's Letter for further details of the current management fee structure comparison of MCT and MNACT and revised management fee structure of the Merged Entity, Schedule I, Part 2 to the Offeror's Letter for further details of other fees relating to the MCT Properties, Schedule I, Part 3 to the Offeror's Letter for further details of other fees relating to the MNACT Properties and Schedule I, Part 4 to the Offeror's Letter for further details of the fee structure of the Merged Entity.

Assuming the MCT Trust Deed Amendments Resolution is approved by the MCT Unitholders, following completion of the Merger, the fees payable to the MCT Manager and MCT Trustee are as follows:[33]

Management Fees(1)	**Fees**
Base Fee	10.0% of the distributable income of the Merged Entity (calculated before accounting for the base fee and performance fee).
Performance Fee	25.0% of the difference in DPU in a financial year with the DPU in the preceding financial year (calculated before accounting for the performance fee, but after accounting for the base fee in that financial year), multiplied by the weighted average number of the Merged Entity's units in issue for such financial year.
Acquisition Fee(2)	Not more than 1.0% of each of the following as is applicable (subject to there being no double-counting): (a) the acquisition price of any real estate purchased, whether directly or indirectly through one or more special purpose vehicles, by the trustee of the Merged Entity on behalf of the Merged Entity (plus any other payments in addition to the acquisition price made by the trustee of the Merged Entity on behalf of the Merged Entity or its special purpose vehicles to the vendor in connection with the purchase of the real estate) (pro-rated, if applicable, to the proportion of the Merged Entity's interest); (b) the underlying value of any real estate which is taken into account when computing the acquisition price payable for the equity interests of any vehicle holding directly or indirectly the real estate, purchased, whether directly or indirectly through one or more special purpose vehicles, by the trustee of the Merged Entity on behalf of the Merged Entity (plus any additional payments made by the trustee of the Merged Entity on behalf of the Merged Entity or its special purpose vehicles to the vendor in connection with the purchase of such equity interests) (pro-rated, if applicable, to the proportion of the Merged Entity's interest); or (c) the acquisition price of any investment purchased by the trustee of the Merged Entity on behalf of the Merged Entity, whether directly or indirectly through one or more special purpose vehicles, in any debt securities of any property corporation or other special purpose vehicle owning or acquiring real estate or any debt securities which are secured whether directly or indirectly by the rental income from real estate.

[33] For a comparison table of the current management fee structure of MCT, the current management fee structure of MNACT and the revised management fee structure of the Merged Entity, please refer to Schedule I, Part 1 of the Offeror's Letter. For more information on other fees relating to the MCT Properties and MNACT Properties, which will continue to apply post-Merger, please refer to Schedule I, Part 2 and Part 3 of the Offeror's Letter.

Management Fees[1]	**Fees**
Divestment Fee[2]	Not more than 0.5% of each of the following as is applicable (subject to there being no double-counting): (a) the sale price of real estate sold or divested, whether directly or indirectly through one or more special purpose vehicles, by the trustee of the Merged Entity acting on behalf of the Merged Entity (plus any other payments in addition to the sale price received by the trustee of the Merged Entity on behalf of the Merged Entity or its special purpose vehicles from the purchaser in connection with the sale or divestment of the property) (pro-rated, if applicable, to the proportion of the Merged Entity's interest); (b) the underlying value of any real estate which is taken into account when computing the sale price for the equity interests in any vehicle holding directly or indirectly the real estate, sold or divested, whether directly or indirectly through one or more special purpose vehicles, by the trustee of the Merged Entity on behalf of the Merged Entity (plus any additional payments received by the trustee of the Merged Entity on behalf of the Merged Entity or its special purpose vehicles from the purchaser in connection with the sale or divestment of such equity interests) (pro-rated, if applicable, to the proportion of the Merged Entity's interest); or (c) the sale price of any investment sold or divested by the trustee of the Merged Entity acting on behalf of the Merged Entity, whether directly or indirectly through one or more special purpose vehicles, in any debt securities of any property corporation or other special purpose vehicle owning or acquiring real estate or any debt securities which are secured whether directly or indirectly by the rental income from real estate.
Trustee's Fee[1], [2]	
Not more than 0.1% per annum of the Value of the Deposited Property (each as defined in the MCT Trust Deed), subject to a minimum of S$12,000 per month excluding all reasonable out-of-pocket expenses and all applicable goods and services tax.	

Notes:

(1) This summary should be read in conjunction with, and in the context of, the MCT Trust Deed.

(2) This is the same rate as presently adopted by MCT.

The proposed new fee structure for the Merged Entity is pegged to distributable income and DPU growth, and is expected to promote closer alignment of interests with the Merged Entity's unitholders by directly incentivising long-term sustainable distributable income and DPU growth. The Merger therefore provides a timely opportunity for the MCT Manager to propose this change in fee structure.

The new fee structure will also result in lower fees for the Merged Entity as a percentage of total assets.

FY21/22		**Merged Entity Pro forma basis**	
Management fee estimates	**MCT (based on MCT's current fee structure)**	**Assuming the Merged Entity continues to apply MCT's current fee structure**	**Based on the proposed new fee structure**
Manager's base fee (S$'m)	22.2	43.6	56.8(1) – 57.4(2)
Manager's performance fee (S$'m)	15.5	28.6	2.8(2) – 6.4(1)
Total (S$'m)	**37.8**	**72.2**	**60.3(2) – 63.2(1)**
Total assets (S$'m)	8,984.5	17,440.6	17,440.6
Total management fee as a % of total assets	**0.42%**	**0.41%**	**0.35%(2) – 0.36%(1)**

Notes: Percentage values may not add up due to rounding differences.

(1) Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-and-Scrip Consideration or Cash-Only Consideration.

(2) Assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration.

For illustration, assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-and-Scrip Consideration or the Cash-Only Consideration, the total management fees for the Merged Entity based on the new fee structure (and based on the historical pro forma financial information for FY21/22) is between S$60.3 million and S$63.2 million (between 0.35% and 0.36% of the Merged Entity's total asset base), which is lower than the S$72.2 million (0.41% of the Merged Entity's total asset base) if the Merged Entity were to continue with MCT's existing fee structure. This is in spite of the Merger that is expected to deliver between 4.3% to 6.8% of accretion to DPU (depending on the final consideration mix as a result of the Merger). The DPU in the following year will have to be higher for the performance fee to be paid to the manager of the Merged Entity.

Overall, the Merged Entity will be better positioned for long-term sustainable growth with a fee structure that is based on DPU growth and an optimal mix of management fees that are paid in units and cash which aligns with unitholders' interests whilst minimising the dilutive impact of an issuance of units.

4. OTHER DETAILS REGARDING THE MERGER AND THE TRUST SCHEME

4.1 MNACT 805 Auditor's Opinion

The MNACT Manager and the MNACT Trustee have not commissioned any valuation of the properties held by MCT and its subsidiaries, and the MCT Manager and the MCT Trustee have not commissioned any valuation of the properties held by MNACT and its subsidiaries, for the purposes of the Trust Scheme. However, the MNACT Manager and the MNACT Trustee have appointed the MNACT 805 Auditor to perform an audit, in accordance with the Singapore Standard on Auditing 805 (Revised) on Special Considerations – Audits of Single Financial Statements and Specific Elements, Accounts or Items of a Financial Statement, on the Statement of Investment Properties of MCT Group[34], including by, among other things, reviewing the valuation reports as at 31 March 2022 commissioned by the MCT Manager in respect of the desktop valuations of the MCT Properties (the "**MNACT 805 Audit**").

The intention of carrying out such audit is to give additional comfort to MNACT Unitholders that the Statement of Investment Properties of MCT Group as at 31 March 2022, have been prepared, in all material respects, in accordance with the relevant accounting policies of the MCT Group and were stated at fair values as at 31 March 2022.

Pursuant to the MNACT 805 Audit, the MNACT 805 Auditor has rendered an unqualified opinion.

Please refer to Appendix H to this Scheme Document for a copy of the MNACT 805 Auditor's Opinion.

4.2 Information on the Preferential Offering

As announced in the Revision Joint Announcement issued jointly by the MCT Manager and the MNACT Manager on 21 March 2022, the Parties have agreed to provide the alternative Cash-Only Consideration option, in addition to the Scrip-Only Consideration option and the Cash-and-Scrip Consideration option announced pursuant to the Joint Announcement on 31 December 2021.

Prior to the introduction of the alternative Cash-Only Consideration option, the cash required to fund the aggregate cash component of the Cash-and-Scrip Consideration (assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-and-Scrip Consideration) was approximately S$417.3 million. The introduction of the alternative Cash-Only Consideration option has led to an increase in the maximum cash requirement on the part of MCT to fund the Scheme Consideration from approximately S$417.3 million to approximately S$2.6 billion (being the aggregate Cash-Only Consideration payable assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-Only Consideration).

To fund the increase in cash requirement arising from the introduction of the Cash-Only Consideration option, the MCT Manager released the MCT Preferential Offering Announcement which announced that the MCT Manager will undertake the Preferential Offering, to raise gross proceeds of up to S$2.2 billion.

[34] Statement of Investment Properties of MCT Group means the statements prepared or to be prepared by the MCT Manager setting out the carrying values of its investment properties as at 31 March 2022, and related notes.

MIPL, the Sponsor of both MCT and MNACT, has, via the MIPL Undertaking, agreed to subscribe for the Maximum Preferential Offering Units of up to S$2.2 billion at an issue price of S$2.0039 per Preferential Offering Unit, which is the same as the Scheme Issue Price of each Consideration Unit. The Sponsor has also agreed to the Sponsor Lock-Up Undertaking, being a voluntary six-month lock-up of the unitholdings of the MIPL Entities in the Merged Entity following the completion of the Trust Scheme or the Preferential Offering[35] (whichever is earlier).

For further information on the Preferential Offering, please refer to paragraph 7 of the MCT Circular.

4.3 Conditions

(a) **Conditions**

The table below sets out the Conditions to the Trust Scheme and the status of each Condition. All capitalised terms used and not defined in the table shall have the same meanings given to them in the Implementation Agreement.

(i) **Unitholders' Approvals**

The following approvals set out in Column (1) from the MCT Unitholders and the MNACT Unitholders (as the case may be) having been obtained, based on the approval threshold set out in Column (2), and such approvals not having been cancelled, revoked, withdrawn or expired, on or prior to the Relevant Date:

	Column (1) – Approval	**Column (2) – Approval Threshold**	**Status**
MCT Unitholders (at the MCT EGM to be convened)			
(A)	Subject to the resolutions in paragraph 4.3(a)(i)(B) and paragraph 4.3(a)(i)(C) having been approved, the approval by the MCT Unitholders for the MCT Acquisition at the MCT EGM.	More than 50% of the MCT Unitholders present and voting either in person or by proxy cast for and against this resolution.	To be sought at the MCT EGM

[35] The Preferential Offering will only proceed if the conditions to the Preferential Offering have been satisfied. Please refer to the MCT Circular for information regarding the conditions to the Preferential Offering.

	Column (1) – Approval	Column (2) – Approval Threshold	Status
(B)	Subject to the resolutions in paragraph 4.3(a)(i)(A) and paragraph 4.3(a)(i)(C) having been approved, the approval by the MCT Unitholders for the issuance of the Consideration Units as part or all of the consideration for the Merger, at the MCT EGM.	More than 50% of the MCT Unitholders present and voting either in person or by proxy cast for and against this resolution.	To be sought at the MCT EGM
(C)	The approval of the MCT Unitholders for the waiver of the requirement for MIPL and its Concert Parties to make a mandatory general offer for MCT as a result of the increase in its unitholding in MCT pursuant to the Trust Scheme and the Preferential Offering.	More than 50% of the MCT Unitholders present and voting either in person or by proxy cast for and against this resolution.	To be sought at the MCT EGM
MNACT Unitholders (at the EGM and the Trust Scheme Meeting to be convened)			
(D)	The approval by the MNACT Unitholders to amend the MNACT Trust Deed to reflect the MNACT Trust Deed Amendments at the MNACT EGM.	Not less than 75% of the total number of votes held by the MNACT Unitholders present and voting either in person or by proxy cast for and against this resolution.	To be sought at the EGM
(E)	Subject to paragraph 4.3(a)(i)(D) being approved, the approval by the MNACT Unitholders for the Trust Scheme at the Trust Scheme Meeting.	A majority in number of the MNACT Unitholders representing at least 75% in value of the MNACT Units held by the MNACT Unitholders present and voting either in person or by proxy cast for and against this resolution.	To be sought at the Trust Scheme Meeting

(ii) **Regulatory Approvals**

The following regulatory approvals having been obtained, and such approvals not having been cancelled, revoked, withdrawn or expired on or prior to the Relevant Date:

No.	Condition	Status
(A)	confirmations or exemptions from the MAS that:	
	(1) (i) the Merger will not require two independent valuations of the real estate assets of MNACT, with one of the valuers commissioned independently by the MCT Trustee; and (ii) the consideration to be paid by the MCT Trustee to the MNACT Unitholders need not be at a price not more than the higher of the assessed values of the real estate assets of MNACT undertaken by each of the two independent valuers;	Satisfied
	(2) in the event the Merger is implemented, the MAS would have no objection to the withdrawal of the authorisation of MNACT as an authorised collective investment scheme, and MNACT as a private sub-trust would no longer be subject to the requirements governing collective investment schemes;	Satisfied
	(3) in the event the authorisation of MNACT as an authorised collective investment scheme is withdrawn pursuant to Section 337 of the SFA, the MAS would have no objections to granting MNACT an exemption from Section 295(2) of the SFA; and	Satisfied
	(4) the MAS would grant an exemption from compliance with the requirements set out in Subdivision (3) of Division 2 (Collective Investment Schemes) of Part XIII (Offers of Investments) of the SFA, which relates to prospectus requirements, for the purposes of the Trust Scheme;	Satisfied

No.	Condition	Status
(B)	confirmations from the SIC that:	
	(1) Rules 14, 15, 16, 17, 20.1, 21, 22, 28, 29, 33.2 and Note 1(b) on Rule 19 of the Code do not apply to the Trust Scheme, subject to any conditions that the SIC may deem fit to impose; and	Satisfied
	(2) the SIC has no objections to the Conditions; and	Satisfied
	(3) MIPL and its Concert Parties be exempted from the requirements to make a mandatory general offer for MCT as a result of the increase in its unitholding in MCT pursuant to the Trust Scheme and the Preferential Offering;	Satisfied
(C)	the grant of the Trust Scheme Court Order by the Court; and	The Trust Scheme Court Order is targeted to be obtained on 27 June 2022
(D)	the approval-in-principle from the SGX-ST for:	
	(1) the MCT Circular;	Satisfied
	(2) the Scheme Document;	Satisfied
	(3) the proposed delisting of MNACT from the SGX-ST after the Trust Scheme becomes effective and binding in accordance with its terms; and	Approval to be sought after the Trust Scheme Meeting (if the Trust Scheme Resolution is passed)
	(4) the listing and quotation of the Consideration Units and the MCT Units to be issued pursuant to the Preferential Offering.	Satisfied[36]

[36] This approval was obtained on 25 April 2022. Please see announcement titled "Receipt of approval in-principle for the listing and quotation of the Consideration Units pursuant to the Proposed Merger and the Preferential Offering Units pursuant to the Proposed Preferential Offering" released by the MCT Manager on 26 April 2022 which is available on the website of the SGX-ST at www.sgx.com/securities/company-announcements.

(iii) **Tax Approvals**

The following approvals from the following authorities, and such approval not having been cancelled, revoked, withdrawn or expired on or prior to the Relevant Date:

No.	Condition	Status
(A)	confirmation from the Inland Revenue Authority of Singapore (Comptroller of Stamp Duties) that stamp duty is not chargeable on the transfer of the MNACT Units to MCT, and the issuance of the Consideration Units by MCT; and	Satisfied
(B)	confirmation from the Singapore Ministry of Finance that the existing tax rulings granted to the MNACT Group on the foreign-sourced income receivable from its investments in China, Hong Kong SAR and South Korea will continue to apply after the implementation of the Merger and Trust Scheme.	Satisfied

(iv) **No Legal or Regulatory Restraint**

Condition	Status
Between the date of the Implementation Agreement and up to the Relevant Date (both inclusive), there having been no decree, determination, injunction, judgment or other order (in each case, whether temporary, preliminary or permanent) issued by any court of competent jurisdiction or by any Governmental Authority which has the effect of enjoining, restraining or otherwise prohibiting the Merger, the Trust Scheme or any part thereof, and which remains in force and effect as at the Relevant Date.	To be determined on the Relevant Date

(v) **No Prescribed Occurrence**

No.	Condition	Status
Between the date of the Implementation Agreement and up to the Relevant Date (both inclusive):		
(A)	there having been no MCT Prescribed Occurrence in relation to the MCT Group Entities, other than as required or contemplated by the Implementation Agreement, the Merger, the MCT Acquisition or the Trust Scheme or save to the extent disclosed.	To be determined on the Relevant Date
(B)	there having been no MNACT Prescribed Occurrence in relation to the MNACT Group Entities, other than as required or contemplated by the Implementation Agreement, the Merger, the MCT Acquisition or the Trust Scheme or save to the extent disclosed.	To be determined on the Relevant Date

(vi) **No Breach of Warranties**

No.	Condition	Status
(A)	With respect to MCT, there having been no breach of the MCT Warranties which are material in the context of the Merger as at the date of the Implementation Agreement and as at the Relevant Date (as though made on and as at that date), except to the extent any such warranty expressly relates to an earlier date (in which case, as of such earlier date).	To be determined on the Relevant Date
(B)	With respect to MNACT, there having been no breach of the MNACT Warranties which are material in the context of the Merger as at the date of the Implementation Agreement and as at the Relevant Date (as though made on and as at that date), except to the extent any such warranty expressly relates to an earlier date (in which case, as of such earlier date).	To be determined on the Relevant Date

(vii) **No Material Adverse Effect**

No.	Condition	Status
There having been:		
(A)	no occurrence of any MCT Material Adverse Effect from the date of the Implementation Agreement up to the Relevant Date (both inclusive).	To be determined on the Relevant Date
(B)	no occurrence of any MNACT Material Adverse Effect from the date of the Implementation Agreement up to the Relevant Date (both inclusive).	To be determined on the Relevant Date

(viii) **Authorisations and Consents**

Condition	Status
In addition to the approvals set out in Paragraphs 4.3(a)(ii) (*Regulatory Approvals*) and 4.3(a)(iii) (*Tax Approvals*) above, the receipt of all authorisations, consents, clearances, permissions and approvals as are necessary or required by any and all Parties under any and all applicable laws, from all Governmental Authorities, for or in respect of the implementation of the Trust Scheme and the transactions contemplated under the Implementation Agreement.	Satisfied

(ix) **Third Parties**

Condition	Status
The receipt of all authorisations, consents, waivers, clearances, permissions and approvals as are necessary or required by MNACT from the Third Parties, for or in respect of the implementation of the Trust Scheme and/or the Merger.	Satisfied

(b) **Benefit of Conditions**

(i) **MCT's Benefit**

The MCT Trustee and the MCT Manager may waive any Condition in Paragraphs 4.3(a)(ii)(A) and (B) (*Regulatory Approvals – MAS and SIC*), 4.3(a)(iii) (*Tax Approvals*), 4.3(a)(v)(B) (*No Prescribed Occurrence*), 4.3(a)(vi)(B) (*No Breach of Warranties*), 4.3(a)(vii)(B) (*No Material Adverse Effect*) and 4.3(a)(ix) (*Third Parties*). Any breach or non-satisfaction of any such Condition may be relied upon only by the MCT Trustee and the MCT Manager. The MCT Trustee and the MCT Manager may at any time and from time to time at their sole and absolute discretion waive any such breach or non-satisfaction.

(ii) **MNACT's Benefit**

The MNACT Trustee and the MNACT Manager may waive any Condition in Paragraphs 4.3(a)(ii)(A)(3) (*Regulatory Approvals* – MAS), 4.3(a)(v)(A) (*No Prescribed Occurrence*), 4.3(a)(vi)(A) (*No Breach of Warranties*) and 4.3(a)(vii)(A) (*No Material Adverse Effect*). Any breach or non-satisfaction of any such Condition may be relied upon only by the MNACT Trustee and the MNACT Manager. The MNACT Trustee and the MNACT Manager may at any time and from time to time at their sole and absolute discretion waive any such breach or non-satisfaction.

(iii) **Mutual Benefit**

The Parties may jointly waive the Conditions in Paragraphs 4.3(a)(iv) (*No Legal or Regulatory Restraint*) and 4.3(a)(viii) (*Authorisations and Consents*). For the avoidance of doubt, the Parties agree that the Conditions in Paragraphs 4.3(a)(i) (*Unitholders' Approvals*), 4.3(a)(ii)(C) (*Regulatory Approvals – Court Approval for the Trust Scheme*) and 4.3(a)(ii)(D) (*Regulatory Approvals – SGX-ST*) are not capable of being waived by any Party or all of the Parties.

4.4 Effective Date

The Trust Scheme shall become effective upon written notification to the MAS of the grant of the Trust Scheme Court Order, which shall be effected by or on behalf of the MCT Manager:

(a) on a date to be mutually agreed in writing between the MCT Manager and the MNACT Manager, being a date within 30 Business Days from the date that the last of the Conditions set out in Paragraphs 4.3(a)(i) (*Unitholders' Approvals*), 4.3(a)(ii) (*Regulatory Approvals*), 4.3(a)(iii) (*Tax Approvals*), 4.3(a)(viii) (*Authorisations and Consents*) and 4.3(a)(ix) (*Third Parties*) is satisfied or waived, as the case may be, in accordance with the terms of the Implementation Agreement, or such longer period as the MCT Manager and the MNACT Manager may agree in writing; and

(b) provided that the Conditions set out in Paragraphs 4.3(a)(iv) (*No Legal or Regulatory Restraint*), 4.3(a)(v) (*No Prescribed Occurrence*), 4.3(a)(vi) (*No Breach of Warranties*) and 4.3(a)(vii) (*No Material Adverse Effect*) are satisfied or waived on the Relevant Date, as the case may be, in accordance with the terms of the Implementation Agreement.

4.5 Termination of the Trust Scheme

(a) **Right to Terminate**

The Implementation Agreement may be terminated at any time prior to the Effective Date, in the circumstances set out in the table below, in each case, provided that the non-satisfaction of such Condition is material in the context of the Merger, prior consultation with the SIC has been conducted, and the SIC has given its approval for, and stated that it has no objection to, such termination.

<table>
<tr><th colspan="2">No.</th><th>Event of Termination</th><th>Circumstance of Termination</th><th>Right to Terminate</th></tr>
<tr><td rowspan="5">(i)</td><td rowspan="4">(A)</td><td>Paragraph 4.3(a)(i) (Unitholders' Approvals)</td><td rowspan="4">Where such Condition has not been satisfied (or, where applicable, has not been waived) by 11.59 p.m. on the Long-Stop Date</td><td rowspan="5">Any Party, by notice in writing to the other Parties</td></tr>
<tr><td>Paragraph 4.3(a)(ii)(C) (Regulatory Approvals – Court Approval for the Trust Scheme)</td></tr>
<tr><td>Paragraph 4.3(a)(ii)(D) (Regulatory Approvals – SGX-ST)</td></tr>
<tr><td>Paragraph 4.3(a)(viii) (Authorisations and Consents)</td></tr>
<tr><td>(B)</td><td>Paragraph 4.3(a)(iv) (No Legal or Regulatory Restraint)</td><td>Where such Condition has not been satisfied (or, where applicable, has not been waived) on the Relevant Date</td></tr>
</table>

No.		Event of Termination	Circumstance of Termination	Right to Terminate
(ii)	(A)	Paragraphs 4.3(a)(ii) (A) and (B) (*Regulatory Approvals* – MAS and SIC)	Where such Condition has not been satisfied (or, where applicable, has not been waived) by 11.59 p.m. on the Long-Stop Date	The MCT Trustee and the MCT Manager, by notice in writing to the MNACT Trustee and the MNACT Manager
		Paragraph 4.3(a)(iii) (*Tax Approvals*)		
		Paragraph 4.3(a)(ix) (*Third Parties*)		
	(B)	Paragraph 4.3(a)(v)(B) (*No Prescribed Occurrence*)	Where such Condition has not been satisfied (or, where applicable, has not been waived) on the Relevant Date	
		Paragraph 4.3(a)(vi) (*No Breach of Warranties)*		
		Paragraph 4.3(a)(vii)(B) (*No Material Adverse Effect*)		
(iii)		Paragraph 4.3(a)(v)(A) (*No Prescribed Occurrence*)	Where such Condition has not been satisfied (or, where applicable, has not been waived) on the Relevant Date	The MNACT Trustee and the MNACT Manager, by notice in writing to the MCT Trustee and the MCT Manager
		Paragraph 4.3(a)(vi)(A) (*No Breach of Warranties*)		
		Paragraph 4.3(a)(vii)(A) (*No Material Adverse Effect*)		

Without prejudice to any other rights of termination under the Implementation Agreement, the Implementation Agreement may be terminated at any time from the date of the Implementation Agreement to (and including) the Relevant Date:

(i) if there has been a decree, determination, injunction, judgment or other order (which is final and non-appealable) issued by any court of competent jurisdiction or by any governmental authority which has the effect of permanently enjoining, restraining or otherwise prohibiting the Merger or the Trust Scheme or any part thereof;

(ii) if there is a breach of the MCT Warranties which are material in the context of the Merger and the MCT Trustee or the MCT Manager fails to remedy such breach (if capable of remedy) within 14 days after being given notice by the MNACT Trustee or the MNACT Manager to do so;

(iii) if there is a breach of the MNACT Warranties which are material in the context of the Merger and the MNACT Trustee or the MNACT Manager fails to remedy such breach (if capable of remedy) within 14 days after being given notice by the MCT Trustee or the MCT Manager to do so;

(iv) if there has been an occurrence of a MCT Material Adverse Effect; or

(v) if there has been an occurrence of an MNACT Material Adverse Effect,

in each case, by the relevant Party or Parties having the right to terminate the Implementation Agreement for the non-satisfaction of the relevant Condition to which such matters relate.

(b) **Consultation with Other Parties**

In the event that any Party intends to consult the SIC in relation to the termination of the Implementation Agreement, it shall give prior written notice of such intention to the other Parties.

(c) **Effect of Termination**

(i) Upon the termination of the Implementation Agreement, no Party shall have a claim against any other Party except for claim arising from any breaches by such other Party or Parties of the Surviving Provisions after such termination in each case without prejudice to the rights of the Parties to seek specific performance or other equitable remedies.

(ii) Notwithstanding anything in the Implementation Agreement:

(A) the maximum liability of the MNACT Trustee and the MNACT Manager, in aggregate, to the MCT Trustee and the MCT Manager, in aggregate, under or in connection with the Implementation Agreement and this Scheme Document, including in respect of any breach of the Implementation Agreement or this Scheme Document, shall be the amount of S$40.0 million; and

(B) the maximum liability of the MCT Trustee and the MCT Manager, in aggregate, to the MNACT Trustee and the MNACT Manager, in aggregate, under or in connection with the Implementation Agreement and the MCT Circular, including in respect of any breach of the Implementation Agreement or the MCT Circular, shall be the amount of S$40.0 million.

4.6 Conduct of Business

Each Party has agreed that it shall not, and shall procure that each MCT Group Entity or MNACT Group Entity (as the case may be) shall not, during the period from the date of the Implementation Agreement to the Effective Date, without the prior written consent of the other Parties (as relevant) (such consent not to be unreasonably withheld or delayed), take or refrain from taking any action which is reasonably within its power or control that would or is reasonably likely to result in an MCT Prescribed Occurrence (as set out in Appendix L, Part 1 to this Scheme Document) or, as the case may be, an MNACT Prescribed Occurrence (as set out in Appendix L, Part 2 to this Scheme Document), save to the extent:

(a) required by applicable Laws[37] and subject to any fiduciary duties, statutory or legal obligations; or

(b) required to give effect to and comply with the Implementation Agreement.

4.7 Exclusivity

The MNACT Trustee and the MNACT Manager have agreed to grant the MCT Trustee and the MCT Manager exclusivity for a period commencing on the date of the Implementation Agreement and ending on the earliest of the date on which the Implementation Agreement is terminated, the Scheme Settlement Date and the Long-Stop Date, during which the MNACT Trustee and the MNACT Manager shall not, and shall procure that none of their affiliates or their respective representatives or advisers shall:

(a) directly or indirectly solicit, invite, encourage or initiate any enquiries, negotiations or discussions, or communicate any intention to do the foregoing, with a view to obtaining, or to the extent reasonably likely to result in or lead to, any MNACT Competing Offer; or

(b) subject to the MNACT Directors being able to discharge their fiduciary, regulatory or statutory obligations (including those under applicable laws or the Code), negotiate or enter into, or participate in negotiations or discussions with any person in relation to, any MNACT Competing Offer or any agreement, understanding or arrangement which was not directly or indirectly solicited, invited, encouraged or initiated by the MNACT Trustee, the MNACT Manager, or their affiliates or their respective representatives or advisers (the "**Unsolicited Offer**"). For the avoidance of doubt, this provision does not restrict the MNACT Trustee or the MNACT Manager from taking or refusing to take any action with respect to any Unsolicited Offer which would or is reasonably likely to constitute a breach of the MNACT Directors' fiduciary, regulatory or statutory obligations (including those under applicable Laws or the Code).

4.8 Switch Option

The Parties have agreed that:

(a) in the event MNACT receives an MNACT Switch Option Competing Offer; or

(b) an intention to make an MNACT Switch Option Competing Offer is announced (whether or not such MNACT Switch Option Competing Offer is pre-conditional),

in each case, without the prior written consent of the MCT Trustee and the MCT Manager in respect of such MNACT Switch Option Competing Offer, the MCT Trustee shall have the right at its discretion to elect at any time, subject to prior consultation with the SIC, to proceed with the Merger by way of an Offer in lieu of proceeding with the Merger by way of the Trust Scheme, such Offer to be on the same or better terms as those which apply to the Trust Scheme or the MNACT Switch Option Competing Offer (whichever is the higher), including the same or a higher consideration than the Scheme Consideration for each MNACT Unit (being the implied dollar value of the Consideration Units based on the fixed number of Consideration Units issued for each MNACT Unit assuming all MNACT Unitholders elect to

[37] "**Law**" means any statute, act, code, law (including common law and equity), regulation, rule, ordinance, order, decree, ruling, determination, judgment or decision of any Governmental Authority (including, for the avoidance of doubt, the Listing Manual).

receive the Scrip-Only Consideration and the issue price per Consideration Unit), and conditional upon a level of acceptances set at only more than 50.0% of the MNACT Units to which the Offer relates and not conditional on a higher level of acceptances (such right of the MCT Trustee to proceed with the Merger by way of an Offer, the "**Switch Option**").

The exercise of the Switch Option by the MCT Trustee shall terminate the Implementation Agreement (other than the Surviving Provisions) with effect from the date of announcement by or on behalf of the MCT Trustee of a firm intention to make the Offer.

4.9 Specific Obligations of the MCT Manager and the MNACT Manager

Pursuant to the terms of the Implementation Agreement, each of the MCT Manager and the MNACT Manager shall execute all documents and do or cause to be done all acts and things necessary for the implementation of the Merger, the MCT Acquisition and the Trust Scheme, as expeditiously as practicable.

4.10 No Break Fee

For the avoidance of doubt, there is no break fee under the Implementation Agreement in connection with the Merger and/or the Trust Scheme (i.e. an agreement where the MNACT Manager or the MNACT Trustee compensates the MCT Manager and/or the MCT Trustee for costs and expenses incurred by or on behalf of the MCT Manager and/or the MCT Trustee in connection with the Merger and/or the Trust Scheme in the event a competing bid is successful).

4.11 Waiver of Rights to a General Offer

MNACT Unitholders should note that by voting in favour of the Trust Scheme, MNACT Unitholders will be regarded as having waived their rights to a general offer by MCT and its concert parties to acquire the MNACT Units under the Code and are agreeing to MCT and its concert parties acquiring or consolidating effective control of MCT without having to make a general offer.

4.12 Responses to Frequently Asked Questions

On 23 February 2022, the board of directors of the MNACT Manager announced the responses to the key questions and feedback received from Securities Investors Association (Singapore) and MNACT Unitholders. The foregoing announcement is set out in its entirety in Appendix O to this Scheme Document.

On 21 March 2022, the respective boards of directors of the MNACT Manager and the MCT Manager released a list of frequently asked questions in relation to the Merger to form the Merged Entity by way of an announcement of SGXNET. A copy of the announcement is available on the website of the SGX-ST at www.sgx.com/securities/company-announcements.

4.13 Additional Factors to Take Into Consideration

(a) **Foreign exchange rate fluctuations**

The MNACT Group's reporting currency for the purposes of its financial statements is Singapore dollars. However, as the MNACT Group operates in Hong Kong SAR, China, Japan and Korea, it generates revenues and incurs operating costs in non-Singapore dollar denominated currencies, such as Hong Kong Dollars, Renminbi, Japanese Yen and Korean Won. Any revenue and expenses in non-Singapore dollars will have to be converted to Singapore dollars for financial reporting or repatriation purposes.

The MNACT Group manages its foreign currency exposure for its assets and liabilities in other currencies by borrowing in the same currency to serve as natural currency hedge as well as entering into foreign currency forward contracts to fix the exchange rate of converting repatriations into Singapore dollars in advance. Nevertheless, there may be exposure to risks associated with fluctuations in foreign exchange rates which may adversely affect the MNACT Group's reported financial results.

(b) **Force Majeure Events**

The occurrence of any force majeure event such as natural calamities/disasters, outbreak of communicable diseases and pandemics/epidemics could result in sporadic or prolonged market and/or supply disruptions, an economic downturn or recession, volatilities in domestic and/or international capital markets and may adversely affect the economies which the MNACT Group operates in. The occurrence of any of these events or developments may adversely affect the business, financial condition and results of operations of the MNACT Group.

(c) **COVID-19 Pandemic**

The COVID-19 pandemic has resulted in severe economic disruptions, corporate insolvencies and job losses. Even when travel and movement restrictions are eased or lifted, there might be a period of significantly reduced economic activity and potential increased unemployment. Consumer sentiment and spending may remain cautious, possibly resulting in reduced consumer spending. Should this be the case, this will affect the businesses of the MNACT Group's tenants and therefore indirectly affect the MNACT Group. These conditions may result in downward pressure on leasing demand, lease rates and the valuation of the MNACT Properties. It is possible that the COVID-19 pandemic will cause a prolonged global economic crisis or recession, which may adversely affect the MNACT Group's financial condition and results of operations.

(d) **Russia-Ukraine Conflict**

Following the military action by Russia in Ukraine, the United States of America has imposed, and is likely to impose material additional, financial and economic sanctions and export controls against certain Russian organisations and/or individuals, with similar actions implemented and/or planned by the European Union, the United Kingdom and other jurisdictions. Although the MNACT Group does not have operations in Ukraine nor in Russia, the Russia-Ukraine conflict may indirectly impact the economies which the MNACT Group operates in and the financial markets due to the imposition of sanctions and the effects of the war, and thereby adversely affect the business, financial condition and results of operations of the MNACT Group.

5. THE MNACT TRUST DEED AMENDMENTS

Pursuant to the MNACT Trust Deed, the MNACT Manager is seeking the approval of MNACT Unitholders by way of an Extraordinary Resolution at the EGM for the MNACT Trust Deed Amendments.

The MNACT Trust Deed Amendments will introduce provisions to facilitate the implementation of the Trust Scheme. Pursuant to the MNACT Trust Deed Amendments:

(a) MNACT Unitholders, the MNACT Trustee and the MNACT Manager shall do all things and execute all deeds, instruments, transfers or other documents as the MNACT Trustee and/or the MNACT Manager consider necessary or desirable to execute, implement and/or to give full effect to the terms of the Trust Scheme and the transactions contemplated by it;

(b) a MNACT Unitholder entitled to attend and vote at the Trust Scheme Meeting is, unless the Court orders otherwise, entitled to appoint only one proxy to attend and vote at the Trust Scheme Meeting;

(c) each of the MNACT Trustee and/or the MNACT Manager shall have the power to do all things which it considers necessary, desirable or reasonably incidental to execute, implement and/or to give effect to the Trust Scheme and the transactions contemplated by it; and

(d) the Trust Scheme, if the Trust Scheme Resolution is approved at the Trust Scheme Meeting and upon granting of the Trust Scheme Court Order, shall come into effect on the Effective Date and shall be binding on the MNACT Trustee, the MNACT Manager and all MNACT Unitholders.

Please refer to Appendix D to this Scheme Document which sets out the proposed MNACT Trust Deed Amendments.

For the avoidance of doubt, the Trust Scheme Meeting will only be convened if the MNACT Trust Deed Amendments Resolution is passed at the EGM.

6. APPROVALS REQUIRED IN RESPECT OF THE TRUST SCHEME

6.1 EGM, Trust Scheme Meeting and Court Sanction

The Trust Scheme will require, *inter alia*, the following approvals:

(a) the approval of MNACT Unitholders by way of an Extraordinary Resolution at the EGM for the MNACT Trust Deed Amendments Resolution;

(b) the approval of a majority in number of MNACT Unitholders representing at least three-fourths (75%) in value of the MNACT Units held by MNACT Unitholders present and voting by proxy at the Trust Scheme Meeting for the Trust Scheme Resolution; and

(c) the Trust Scheme Court Order being obtained.

The Trust Scheme Resolution is contingent upon the approval of the MNACT Trust Deed Amendments Resolution at the EGM. In the event that the MNACT Trust Deed

Amendments Resolution is not passed at the EGM, the MNACT Manager will not proceed with the Trust Scheme Meeting. This means that the Trust Scheme cannot be implemented by the MNACT Manager and the MCT Manager unless both the MNACT Trust Deed Amendments Resolution and the Trust Scheme Resolution are passed at the EGM and the Trust Scheme Meeting, respectively.

For the avoidance of doubt, the MNACT Trust Deed Amendments Resolution is not conditional on the Trust Scheme Resolution being passed. In the event the MNACT Trust Deed Amendments Resolution is approved at the EGM, the MNACT Trust Deed will be amended to include the MNACT Trust Deed Amendments, whether or not the Trust Scheme Resolution is passed.

In addition, the Trust Scheme will only come into effect if all the other Conditions have been satisfied or, as the case may be, waived in accordance with the Implementation Agreement.

If the Trust Scheme, with or without modifications, becomes effective, it will be binding on all MNACT Unitholders, whether or not they were present by proxy or voted at the Trust Scheme Meeting, and, if they were present by proxy and voted at the Trust Scheme Meeting, whether or not they voted in favour of the Trust Scheme.

6.2 SIC Rulings and Confirmations

Pursuant to the application made by the MCT Manager to the SIC to seek the SIC's rulings and confirmations on certain matters in relation to the Trust Scheme, the SIC has confirmed, *inter alia*, that:

(a) the Trust Scheme is exempted from complying with Rules 14, 15, 16, 17, 20.1, 21, 22, 28, 29, 33.2 and Note 1(b) on Rule 19 of the Code, subject to the following conditions:

  (i) the MCT Manager and its concert parties, as well as the common substantial unitholders of MCT and MNACT Unitholders (i.e. those holding 5.0% or more interests in both MCT and MNACT, such unitholders, the "**Common Substantial Unitholders**"), including MIPL, abstain from voting on the Trust Scheme;

  (ii) the MNACT Manager appoints an independent financial adviser to advise the MNACT Unitholders on the Trust Scheme;

  (iii) the Trust Scheme is approved by a majority in number representing three-fourths in value of the MNACT Units held by the MNACT Unitholders present and voting either in person or by proxy at a meeting convened to approve the Trust Scheme;

  (iv) the MNACT Trustee obtains Court approval for the Trust Scheme under Order 80 of the Rules of Court, Chapter 322, R 5 of Singapore; and

  (v) the Trust Scheme being completed within 8 months from the Joint Announcement Date.

(b) it has no objections to the Conditions.

Pursuant to the application made by the MNACT Manager to the SIC to seek the SIC's rulings and confirmations on certain matters in relation to the Trust Scheme, the SIC has confirmed, inter alia, that with respect to MNACT, SIC waives the requirement for the approval of MNACT Unitholders at a general meeting under Rule 5 of the Code in respect of the MNACT Manager paying MNAPML for services provided (which may include property management services, marketing services and project management services) in MNACT Units, if any such fees are due to be paid during the offer period in respect of the Trust Scheme.

6.3 MCT Unitholders' Approval

The MCT EGM will also be convened to seek the approval of MCT Unitholders for: (a) the Merger and the MCT Acquisition; (b) the issue of the Consideration Units as full or part of the consideration for the MCT Acquisition; (c) the Whitewash Resolution and (d) the MCT Trust Deed Amendments Resolution. For the avoidance of doubt, the Trust Scheme is not conditional on the MCT Trust Deed Amendments Resolution being passed at the MCT EGM.

For further information on the approvals required from MCT Unitholders and the Merger from the perspective of MCT, please refer to the MCT Circular dated 29 April 2022, a copy of which is available on the website of the SGX-ST at www.sgx.com/securities/company-announcements.

7. PRO FORMA FINANCIAL EFFECTS OF THE MERGER ON MNACT

FOR ILLUSTRATIVE PURPOSES ONLY: The historical pro forma financial effects of the Merger on the MNACT Group set out in the tables below are strictly for illustrative purposes and have been prepared based on the following assumptions that:

(a) no new MCT Units issued as payment of the acquisition fee in respect of the Merger, as the MCT Manager has agreed to waive 100.0% of the acquisition fee in respect of the Merger on a one-off basis.

(b) the Merged Entity adopts a 100.0% distribution payout ratio;

(c) the Merged Entity's management fee structure comprises:

  (i) base fees calculated as 10.0% of distributable income (calculated before accounting for the base fee and performance fee);

  (ii) performance fees calculated as 25.0% of the difference in DPU in a financial year with the DPU in the preceding financial year (calculated before accounting for the performance fee, but after accounting for the base fee in each financial year), multiplied by the weighted average number of the Merged Entity's units in issue for such financial year; and

  (iii) the fees of the property manager and are paid entirely in cash.

7.1 Pro Forma DPU Attributable to MNACT Unitholders

(a) For the Full Year Ended 31 March 2022 (FY21/22)

	Effects of Merger			
	Before Merger	**Post-Merger**[(1)(2)]		
	MNACT (as reported)	**Merged Entity** (pro forma distribution attributable to MNACT Unitholders)		
		Assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration	**Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-and-Scrip Consideration**	**Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-Only Consideration**
DPU (Singapore cents)	6.819	5.93[(3),(4)]	6.07[(5),(6),(7)]	6.07[(5),(8),(9),(10)]

Assuming that the Merger had been completed on 1 April 2021, the pro forma DPU attributable to MNACT Unitholders for the financial year ended 31 March 2022 would have been 6.07 Singapore cents[38, 39]. This is approximately 0.75 Singapore cents[38] lower than the reported distribution of 6.819 Singapore cents which MNACT Unitholders would have received for the same period.

The Scheme Consideration implies a premium of 8.49 to 18.07 Singapore cents[40] over various trading periods in the last 12 months, which is significantly higher than the change in distribution for FY21/22.

Notes: The pro forma financial effects of the Merger on MNACT and the Merged Entity have been prepared based on the MCT FY21/22 Unaudited Financial Statements and the MNACT FY21/22 Unaudited Financial Statements.

(1) Assumes that the Merger was completed on 1 April 2021, and that MCT held and operated the properties of MNACT for the financial year ended 31 March 2022.

(2) Includes full financial year contribution from HPB, which is based on unaudited financial information for the period from 18 June 2021 (date of acquisition) to 31 March 2022, pro-rated as if the acquisition was completed on 1 April 2021 and adjusted for the implied incremental finance costs, management fees, trustee expense and income tax expense.

Scrip-Only Consideration

(3) The Merged Entity's pro forma DPU, assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration. For further information on the pro forma financial effects of the Merger on MCT and the Merged Entity, please refer to Schedule H, Paragraph 1.1 (i) of the Offeror's Letter.

(a) Assumes that an additional S$18.1 million of Acquisition Debt was drawn down at an all-in cost of 2.7% per annum on 1 April 2021 to fund the Transaction Costs of the Merger.

[38] Assuming all MNACT Unitholders except MIPL Entities elect to receive the Cash-and-Scrip Consideration or Cash-Only Consideration.

[39] Please refer to Notes (5), (6), (7), (8), (9), (10) of this Paragraph 7.1(a).

[40] Please refer to Paragraph 3.1(e)(ii).

(b) Assumes 2,086.6 million Consideration Units are issued, based on the total number of MNACT Units issued as at 31 March 2022, in satisfaction of the Scrip-Only Consideration, at an illustrative issue price of S$2.0039 per Consideration Unit, being the Scheme Issue Price.

(c) Assumes 5.3 million additional MCT Units are issued as payment to the MCT Manager as base fee, assuming 40.0% of the Merged Entity's management fees are paid in units, at an illustrative issue price of S$2.0039 per MCT Unit, being the Scheme Issue Price.

(4) Pro forma DPU attributable to MNACT Unitholders is based on the Merged Entity's pro forma DPU multiplied by the gross exchange ratio of 0.5963x.

Cash-and-Scrip Consideration and Cash-Only Consideration

(5) The Merged Entity's pro forma DPU, assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-and-Scrip Consideration or the Cash-Only Consideration. For further information on the pro forma financial effects of the Merger on MCT and the Merged Entity, please refer to Schedule H, Paragraph 1.1 (i) of the Offeror's Letter.

(a) Assumes that an additional S$237.9 million of Acquisition Debt was drawn down at an all-in cost of 2.7% per annum and S$200.0 million of perpetual securities were issued at coupon rate of 3.7% per annum on 1 April 2021 to fund up to S$417.3 million of the cash component and the Transaction Costs of the Merger.

(b) Assumes 5.2 million additional MCT Units are issued as payment to the MCT Manager as base fee, assuming 40.0% of the Merged Entity's management fees are paid in units, at an illustrative issue price of S$2.0039 per MCT Unit, being the Scheme Issue Price.

Cash-and-Scrip Consideration

(6) Assumes 1,878.4 million Consideration Units are issued, based on the total number of MNACT Units issued as at 31 March 2022, in satisfaction of the scrip component of the Scheme Consideration, at an illustrative issue price of S$2.0039 per Consideration Unit, being the Scheme Issue Price.

(7) The pro forma DPU attributable to MNACT Unitholders is based on the Merged Entity's pro forma DPU multiplied by the gross exchange ratio of 0.5963x, which assumes that the cash component of the Cash-and-Scrip Consideration of S$0.1912 based on 16.0% of the S$1.1949 Scheme Consideration is reinvested in MCT Units at the Scheme Issue Price of S$2.0039.

Cash-Only Consideration

(8) Assumes 1,878.4 million MCT Units are issued comprising (i) 785.3 million Consideration Units in satisfaction of the scrip component to MIPL, who has elected to receive the Scrip-Only Consideration in respect of all its MNACT Units and (ii) 1,093.1 million Preferential Offering Units in satisfaction of the additional cash requirement for the Cash-Only Consideration, based on the total number of MNACT Units issued as at 31 March 2022, at an illustrative issue price of S$2.0039 per Consideration Unit, being the Scheme Issue Price.

(9) Pro forma DPU attributable to MNACT Unitholders is based on the Merged Entity's pro forma DPU multiplied by the gross exchange ratio of 0.5963x, which assumes that the Cash-Only Consideration of S$1.1949 based on 100.0% of the S$1.1949 Scheme Consideration is reinvested in MCT Units at the Scheme Issue Price of S$2.0039. Assuming MNACT Unitholders do not reinvest in MCT Units, they will not be entitled to the Merged Entity's pro forma DPU post-Merger.

(10) Given that (i) the Cash-Only Consideration will be funded by the same amount of Acquisition Debt and perpetual securities as the Cash-and-Scrip Consideration option, with the remainder funded by the Preferential Offering under the Cash-Only Consideration option or scrip component under the Cash-and-Scrip Consideration option, (ii) the same number of MCT Units will be issued at the same Scheme Issue Price of S$2.0039 for both the Preferential Offering and the scrip component of the Cash-and-Scrip Consideration option, with the Acquisition Debt and perpetual securities assumptions remaining constant under both options and (iii) assuming the Cash-Only Consideration of S$1.1949 is reinvested at the same Scheme Issue Price, the resulting pro forma DPU attributable to MNACT Unitholders will be equivalent to that under the Cash-and-Scrip Consideration option.

The MNACT Manager wishes to set out below the possible impact on the Merged Entity's pro forma DPU attributable to MNACT Unitholders due to changes in the Merged Entity's financing costs. For a 50 basis points increase in the Merged Entity's all-in cost of the debt per annum and coupon of perpetual securities per annum, assuming all other conditions remain constant, the impact to DPU attributable to MNACT Unitholders is set out below.

	Assuming all MNACT Unitholders elect to receive Scrip-Only Consideration	**Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive Cash-and-Scrip Consideration**	**Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive Cash-Only Consideration**
DPU (Singapore cents)	5.93	6.07	6.07
	Impact to pro forma DPU attributable to MNACT Unitholders		
Change in DPU (Singapore cent)	(0.06)	(0.07)	(0.07)

MNACT and the Merged Entity are mainly exposed to movement in the HKD, RMB and JPY foreign currencies. As such, the MNACT Manager wishes to set out below the possible impact on DPU attributable to MNACT Unitholders due to foreign exchange movements, which has been mitigated by the income hedges put in place as part of the manager's risk management strategy.

For every 5% appreciation (or depreciation) in the HKD, RMB or JPY against the SGD, the change to DPU attributable to MNACT Unitholders, assuming other conditions remain constant, are as set out below.

	Before Merger		**Post-Merger**					
			Merged Entity (pro forma DPU attributable to MNACT Unitholders)					
	MNACT (as reported)		**Assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration**		**Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-and-Scrip Consideration**		**Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-Only Consideration**	
DPU (Singapore cents)[(1)]	6.819		5.93		6.07		6.07	
	Impact to DPU attributable to MNACT Unitholders							
	Appreciate by 5%	Depreciate by 5%	Appreciate by 5%	Depreciate by 5%	Appreciate by 5%	Depreciate by 5%	Appreciate by 5%	Depreciate by 5%
HKD (Singapore cents)	0.05	(0.05)	0.02	(0.02)	0.02	(0.02)	0.02	(0.02)
RMB (Singapore cents)	0.04	(0.04)	0.01	(0.01)	0.01	(0.01)	0.01	(0.01)
JPY (Singapore cents)	0.02	(0.02)	0.01	(0.01)	0.01	(0.01)	0.01	(0.01)

Note:

(1) Rounded DPU figures.

(b) **For the Full Year Ended 31 March 2021 (FY20/21)**

	Effects of Merger			
	Before Merger	**Post-Merger**[(1),(2)]		
		Merged Entity (pro forma distribution attributable to MNACT Unitholders)		
	MNACT (as reported)	**Assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration**	**Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-and-Scrip Consideration**	**Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-Only Consideration**
DPU (Singapore cents)	6.175	5.60[(3),(4)]	5.67[(5),(6),(7)]	5.67[(5),(8),(9),(10)]

Assuming that the Merger had been completed on 1 April 2020, the pro forma DPU attributable to MNACT Unitholders for the full year ended 31 March 2021 would have been 5.67[41, 42] Singapore cents. This is approximately 0.51 Singapore cents[41] lower than the reported distribution of 6.175 Singapore cents which MNACT Unitholders would have received for the same period.

The Scheme Consideration implies a premium of 8.49 to 18.07 Singapore cents[43] over various trading periods in the last 12 months, which is significantly higher than the change in distribution for FY20/21.

Notes: The pro forma financial effects of the Merger on MNACT and the Merged Entity have been prepared based on the MCT FY20/21 Audited Financial Statements and the MNACT FY20/21 Audited Financial Statements.

(1) Assumes that the Merger was completed on 1 April 2020, and that MCT held and operated the properties of MNACT for the twelve months ended 31 March 2021.

(2) Includes full-year contribution from HPB, which was based on unaudited financial information for the period from 18 June 2021 to 30 September 2021, and TPG, which was based on audited financial information for the period from 30 October 2020 to 31 March 2021, pro-rated as if the acquisitions were completed on 1 April 2020 and adjusted for the implied incremental funding costs, management fees, trustee expense and income tax expense.

Scrip-Only Consideration

(3) The Merged Entity's pro forma DPU, assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration. For further information on the pro forma financial effects of the Merger on MCT and the Merged Entity, please refer Schedule H, Paragraph 1.1 (ii) of the Offeror's Letter.

(a) Assumes an additional S$18.1 million of Acquisition Debt was drawn down at an all-in cost of 2.7% per annum on 1 April 2020 to fund the Transaction Costs of the Merger.

41 Assuming that all MNACT Unitholders except MIPL Entities elect to receive the Cash-and-Scrip Consideration or Cash-Only Consideration.

42 Please refer to Notes (5), (6), (7), (8), (9), (10) of this Paragraph 7.1(b).

43 Please refer to Paragraph 3.1(e)(ii).

(b) Assumes 2,040.2 million Consideration Units are issued, based on the total number of MNACT Units issued as at 31 March 2021, in satisfaction of the Scrip-Only Consideration, at an illustrative issue price of S$2.0039 per Consideration Unit, being the Scheme Issue Price.

(c) Assumes 4.7 million additional MCT Units are issued as payment to the MCT Manager as base fee, assuming 40.0% of the Merged Entity's management fees are paid in units, at an illustrative issue price of S$2.0039 per MCT Unit, being the Scheme Issue Price.

(4) Pro forma DPU attributable to MNACT Unitholders is based on the Merged Entity's pro forma DPU multiplied by the gross exchange ratio of 0.5963x.

Cash-and-Scrip Consideration and Cash-Only Consideration

(5) The Merged Entity's pro forma DPU, assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-and-Scrip Consideration or the Cash-Only Consideration. For further information on the pro forma financial effects of the Merger on MCT and the Merged Entity, please refer to Schedule H, Paragraph 1.1 (ii) of the Offeror's Letter.

(a) Assumes that an additional S$231.9 million of Acquisition Debt was drawn down at an all-in cost of 2.7% per annum and S$200.0 million of perpetual securities were issued at coupon rate of 3.7% per annum on 1 April 2020 to fund up to S$411.3 million of the cash component and the Transaction Costs of the Merger.

(b) Assumes 4.6 million additional MCT Units are issued as payment to the MCT Manager as base fee assuming 40.0% of the Merged Entity's management fees are paid in units, at an illustrative issue price of S$2.0039 per MCT Unit, being the Scheme Issue Price.

Cash-and-Scrip Consideration

(6) Assumes 1,835.0 million Consideration Units are issued, based on the total number of MNACT Units issued as at 31 March 2021, in satisfaction of the scrip component of the Scheme Consideration, at an illustrative issue price of S$2.0039 per Consideration Unit, being the Scheme Issue Price.

(7) Pro forma DPU attributable to MNACT Unitholders is based on the Merged Entity's pro forma DPU multiplied by the gross exchange ratio of 0.5963x, which assumes that the cash component of the Cash-and-Scrip Consideration of S$0.1912 based on 16.0% of the S$1.1949 Scheme Consideration is reinvested in MCT Units at the Scheme Issue Price of S$2.0039.

Cash-Only Consideration

(8) Assumes 1,835.0 million MCT Units are issued comprising (i) 757.4 million Consideration Units in satisfaction of the scrip component to MIPL, who has elected to receive the Scrip-Only Consideration in respect of all its MNACT Units and (ii) 1,077.6 million Preferential Offering Units in satisfaction of the additional cash requirement for the Cash-Only Consideration, based on the total number of MNACT Units issued as at 31 March 2021, at an illustrative issue price of S$2.0039 per Consideration Unit, being the Scheme Issue Price.

(9) Pro forma DPU attributable to MNACT Unitholders is based on the Merged Entity's pro forma DPU multiplied by the gross exchange ratio of 0.5963x, which assumes that the Cash-Only Consideration of S$1.1949 based on 100.0% of the S$1.1949 Scheme Consideration is reinvested in MCT Units at the Scheme Issue Price of S$2.0039. Assuming MNACT Unitholders do not reinvest in MCT Units, they will not be entitled to the Merged Entity's pro forma DPU post-Merger.

(10) Given that (i) the Cash-Only Consideration will be funded by the same amount of Acquisition Debt and perpetual securities as the Cash-and-Scrip Consideration option, with the remainder funded by the Preferential Offering under the Cash-Only Consideration option or scrip component under the Cash-and-Scrip Consideration option, (ii) the same number of MCT Units will be issued at the same Scheme Issue Price of S$2.0039 for both the Preferential Offering and the scrip component of the Cash-and-Scrip Consideration option, with the Acquisition Debt and perpetual securities assumptions remaining constant under both options and (iii) assuming the Cash-Only Consideration of S$1.1949 is reinvested at the same Scheme Issue Price, the resulting pro forma DPU attributable to MNACT Unitholders will be equivalent to that in the Cash-and-Scrip Consideration option.

The MNACT Manager wishes to set out below the possible impact on the Merged Entity's pro forma DPU attributable to MNACT Unitholders due to changes in the Merged Entity's financing costs. For a 50 basis points increase in the Merged Entity's all-in cost of debt per annum and coupon of perpetual securities per annum, assuming other conditions remain constant, the impact to DPU attributable to MNACT Unitholders is set out below.

	Assuming all MNACT Unitholders elect to receive Scrip-Only Consideration	**Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive Cash-and-Scrip Consideration**	**Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive Cash-Only Consideration**
DPU (Singapore cents)	5.60	5.67	5.67
	Impact to pro forma DPU attributable to MNACT Unitholders		
Change in DPU (Singapore cents)	(0.07)	(0.09)	(0.09)

As mentioned in Paragraph 7.1 (a), the manager wishes to set out below the possible impact to DPU attributable to MNACT Unitholders due to foreign exchange movements.

For every 5% appreciation (or depreciation) in the HKD, RMB or JPY against the SGD, the change to DPU attributable to MNACT Unitholders, assuming other conditions remain constant, are as set out below.

	Before Merger		**Post-Merger**					
			Merged Entity (pro forma DPU attributable to MNACT Unitholders)					
	MNACT (as reported)		**Assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration**		**Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-and-Scrip Consideration**		**Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-Only Consideration**	
DPU (Singapore cents)[1]	6.175		5.60		5.67		5.67	
	Impact to DPU attributable to MNACT Unitholders							
	Appreciate by 5%	Depreciate by 5%	Appreciate by 5%	Depreciate by 5%	Appreciate by 5%	Depreciate by 5%	Appreciate by 5%	Depreciate by 5%
HKD (Singapore cents)	0.03	(0.03)	0.01	(0.01)	0.01	(0.01)	0.01	(0.01)
RMB (Singapore cents)	0.04	(0.04)	0.01	(0.01)	0.01	(0.01)	0.01	(0.01)
JPY (Singapore cents)	0.03	(0.03)	0.01	(0.01)	0.01	(0.01)	0.01	(0.01)

Note:

(1) Rounded DPU figures.

7.2 Pro Forma NAV Attributable to MNACT Unitholders

(a) As at 31 March 2022 (FY21/22)

	Effects of Merger			
	Before Merger	Post-Merger[1]		
		Merged Entity (pro forma NAV attributable to MNACT Unitholders)		
	MNACT (as reported)	Assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration	Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-and-Scrip Consideration	Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-Only Consideration
Net Asset Value per unit (S$)	1.231	1.11[3],[4],[5],[6]	1.11[3],[7],[8],[9]	1.11[3],[7],[10],[11],[12]
Net Asset Value per unit (ex-distribution) (S$)	1.197[2]	1.08[3],[4],[5],[6]	1.08[3],[7],[8],[9]	1.08[3],[7],[10],[11],[12]

Notes: The pro forma financial effects of the Merger on MNACT and the Merged Entity have been prepared based on the MCT FY21/22 Unaudited Financial Statements and MNACT FY21/22 Unaudited Financial Statements.

(1) Assumes the Merger was completed on 31 March 2022.

(2) Excludes MNACT's reported 2H FY21/22 DPU of 3.393 Singapore cents.

(3) The Merged Entity's pro forma NAV. For further information on the pro forma financial effects of the Merger on MCT and the Merged Entity, please refer to Schedule H, Paragraph 1.2 (i) of the Offeror's Letter.

(a) Assumes the Transaction Costs and the difference between the Scheme Consideration and the acquired NAV of MNACT as at 31 March 2022 are initially capitalised to the cost of the properties and subsequently recognised at fair value at the period end.

(b) Assumes no new MCT Units issued as payment of the acquisition fee in respect of the Merger, as the MCT Manager has agreed to waive 100.0% of the acquisition fee in respect of the Merger on a one-off basis.

Scrip-Only Consideration

(4) Assumes that an additional S$18.1 million of Acquisition Debt was drawn down on 31 March 2022 to fund the Transaction Costs of the Merger.

(5) Assumes 2,103.7 million Consideration Units are issued, based on the total number of MNACT Units issued as at 31 March 2022, in satisfaction of the Scrip-Only Consideration, at an illustrative issue price of S$2.0039 per Consideration Unit, being the Scheme Issue Price.

(6) Pro forma NAV per unit attributable to MNACT Unitholders is based on the Merged Entity's pro forma NAV per unit multiplied by the gross exchange ratio of 0.5963x.

Cash-and-Scrip Consideration and Cash-Only Consideration

(7) Assumes that an additional S$237.9 million of Acquisition Debt was drawn down and S$200.0 million of perpetual securities were issued on 31 March 2022 to fund up to S$417.3 million of the cash component and the Transaction Costs of the Merger.

Cash-and-Scrip Consideration

(8) Assumes 1,895.5 million Consideration Units are issued, based on the total number of MNACT Units issued as at 31 March 2022, in satisfaction of the scrip component of the Scheme Consideration, at an illustrative issue price of S$2.0039 per Consideration Unit, being the Scheme Issue Price.

(9) Pro forma NAV per unit attributable to MNACT Unitholders is based on the Merged Entity's pro forma NAV per unit multiplied by the gross exchange ratio of 0.5963x, which assumes that the cash component of the Cash-and-Scrip Consideration of S$0.1912 based on 16.0% of the S$1.1949 Scheme Consideration is reinvested in MCT Units at the Scheme Issue Price of S$2.0039.

Cash-Only Consideration

(10) Assumes 1,895.5 million MCT Units are issued comprising (i) 802.4 million Consideration Units in satisfaction of the scrip component to MIPL, who has elected to receive the Scrip-Only Consideration in respect of all its MNACT Units and (ii) 1,093.1 million Preferential Offering Units, in satisfaction of the additional cash requirement for the Cash-Only Consideration, based on the total number of MNACT Units issued as at 31 March 2022, at an illustrative issue price of S$2.0039 per Consideration Unit, being the Scheme Issue Price.

(11) Pro forma NAV per unit attributable to MNACT Unitholders is based on the Merged Entity's pro forma NAV per unit multiplied by the gross exchange ratio of 0.5963x, which assumes that the Cash-Only Consideration of S$1.1949 based on 100.0% of the S$1.1949 Scheme Consideration is reinvested in MCT Units at the Scheme Issue Price of S$2.0039. Assuming MNACT Unitholders do not reinvest in MCT Units, they will not be entitled to the Merged Entity's pro forma NAV per unit post-Merger.

(12) Given that (i) the Cash-Only Consideration will be funded by the same amount of Acquisition Debt and perpetual securities as the Cash-and-Scrip Consideration option, with the remainder funded by the Preferential Offering under the Cash-Only Consideration option or scrip component under the Cash-and-Scrip Consideration option, (ii) the same number of MCT Units will be issued at the same Scheme Issue Price of S$2.0039 for both the Preferential Offering and the scrip component of the Cash-and-Scrip Consideration option, with the Acquisition Debt and perpetual securities assumptions remaining constant under both options and (iii) assuming the Cash-Only Consideration of S$1.1949 is reinvested at the same Scheme Issue Price, the resulting pro forma NAV per unit attributable to MNACT Unitholders will be equivalent to that in the Cash-and-Scrip Consideration option.

MNACT and the Merged Entity are mainly exposed to movement in the HKD, RMB and JPY foreign currencies. As such, the MNACT Manager wishes to set out below the possible impact on NAV per unit attributable to MNACT Unitholders due to foreign exchange movements, which has been mitigated by the capital hedges put in place as part of the manager's risk management strategy.

For every 5% appreciation (or depreciation) in the HKD, RMB or JPY against the SGD, the change to NAV per unit and NAV per unit (ex-distribution) attributable to MNACT Unitholders, assuming other conditions remain constant, are as set out below.

	Before Merger	**Post-Merger**		
		Merged Entity (pro forma NAV attributable to MNACT Unitholders)		
	MNACT (as reported)	**Assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration**	**Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-and-Scrip Consideration**	**Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-Only Consideration**
NAV per unit (S$)[(1)]	1.231	1.11	1.11	1.11
NAV per unit (ex-distribution) (S$)[(1)]	1.197	1.08	1.08	1.08

	Before Merger		Post-Merger					
			Merged Entity (pro forma NAV attributable to MNACT Unitholders)					
	MNACT (as reported)		Assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration		Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-and-Scrip Consideration		Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-Only Consideration	
	Impact to NAV per unit and NAV per unit (ex-distribution) attributable to MNACT Unitholders							
	Appreciate by 5%	Depreciate by 5%	Appreciate by 5%	Depreciate by 5%	Appreciate by 5%	Depreciate by 5%	Appreciate by 5%	Depreciate by 5%
HKD (S$)	0.03	(0.03)	0.01	(0.01)	0.01	(0.01)	0.01	(0.01)
RMB (S$)	0.03	(0.03)	0.01	(0.01)	0.01	(0.01)	0.01	(0.01)
JPY (S$)	*	*	*	*	*	*	*	*

Note: * Less than +/- S$0.01.

(1) Rounded NAV per unit and NAV per unit (ex-distribution) figures.

(b) **As at 31 March 2021 (FY20/21)**

	Effects of Merger			
	Before Merger	Post-Merger[(1)]		
		Merged Entity (pro forma NAV attributable to MNACT Unitholders)		
	MNACT (as reported)	Assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration	Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-and-Scrip Consideration	Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-Only Consideration
Net Asset Value per unit (S$)	1.274	1.12[(3),(4),(5),(6)]	1.12[(3),(7),(8),(9)]	1.12[(3),(7),(10),(11),(12)]
Net Asset Value per unit (ex-distribution) (S$)	1.241[(2)]	1.09[(3),(4),(5),(6)]	1.09[(3),(7),(8),(9)]	1.09[(3),(7),(10),(11),(12)]

Notes: The pro forma financial effects of the Merger on MNACT and the Merged Entity have been prepared based on the MCT FY20/21 Audited Financial Statements and the MNACT FY20/21 Audited Financial Statements.

(1) Assumes the Merger was completed on 31 March 2021.

(2) Excludes MNACT's reported 2H FY20/21 DPU of 3.299 Singapore cents.

(3) The Merged Entity's pro forma NAV. For further information on the pro forma financial effects of the Merger on MCT and the Merged Entity, please refer to Schedule H, Paragraph 1.2 (ii) of the Offeror's Letter.

(a) Assumes the Transaction Costs and the difference between the Scheme Consideration and the acquired NAV of MNACT as at 31 March 2021 are initially capitalised to the cost of the properties and subsequently recognised at fair value at the period end.

(b) Assumes no new MCT Units issued as payment of the acquisition fee in respect of the Merger, as the MCT Manager has agreed to waive 100.0% of the acquisition fee in respect of the Merger on a one-off basis.

(c) Includes an additional S$486.5 million in investment property value and an additional S$7.2 million in non-controlling interest, attributable to HPB. Assumes that an additional S$231.5 million of debt (net of financing cost) was drawn down, and an additional S$247.8 million in perpetual securities (net of issue cost) were issued, on 31 March 2021, to fund the total cost of the HPB acquisition, based on unaudited financial information as at 31 March 2022.

Scrip-Only Consideration

(4) Assumes that an additional S$18.1 million of Acquisition Debt was drawn down on 31 March 2021 to fund the Transaction Costs of the Merger.

(5) Assumes 2,047.9 million Consideration Units are issued, based on the total number of MNACT Units issued as at 31 March 2021, in satisfaction of the Scrip-Only Consideration, at an illustrative issue price of S$2.0039 per Consideration Unit, being the Scheme Issue Price.

(6) Pro forma NAV per unit attributable to MNACT Unitholders is based on the Merged Entity's pro forma NAV per unit multiplied by the gross exchange ratio of 0.5963x.

Cash-and-Scrip Consideration and Cash-Only Consideration

(7) Assumes that an additional S$231.9 million of Acquisition Debt was drawn down and S$200.0 million of perpetual securities were issued on 31 March 2021 to fund up to S$411.3 million of the cash component and the Transaction Costs of the Merger.

Cash-and-Scrip Consideration

(8) Assumes 1,842.6 million Consideration Units are issued, based on the total number of MNACT Units issued as at 31 March 2021, in satisfaction of the scrip component of the Scheme Consideration, at an illustrative issue price of S$2.0039 per Consideration Unit, being the Scheme Issue Price.

(9) Pro forma NAV per unit attributable to MNACT Unitholders is based on the Merged Entity's pro forma NAV per unit multiplied by the gross exchange ratio of 0.5963x, which assumes that the cash component of the Cash-and-Scrip Consideration of S$0.1912 based on 16.0% of the S$1.1949 Scheme Consideration is reinvested in MCT Units at the Scheme Issue Price of S$2.0039.

Cash-Only Consideration

(10) Assumes 1,842.6 million MCT Units are issued comprising (i) 765.0 million Consideration Units in satisfaction of the scrip component to MIPL, who has elected to receive the Scrip-Only Consideration in respect of all its MNACT Units and (ii) 1,077.6 million Preferential Offering Units in satisfaction of the additional cash requirement for the Cash-Only Consideration, based on the total number of MNACT Units issued as at 31 March 2021, at an illustrative issue price of S$2.0039 per Consideration Unit, being the Scheme Issue Price.

(11) Pro forma NAV per unit attributable to MNACT Unitholders is based on the Merged Entity's pro forma NAV per unit multiplied by the gross exchange ratio of 0.5963x, which assumes that the Cash-Only Consideration of S$1.1949 based on 100.0% of the S$1.1949 Scheme Consideration is reinvested in MCT Units at the Scheme Issue Price of S$2.0039. Assuming MNACT Unitholders do not reinvest in MCT Units, they will not be entitled to the Merged Entity's pro forma NAV per unit post-Merger.

(12) Given that (i) the Cash-Only Consideration will be funded by the same amount of Acquisition Debt and perpetual securities as the Cash-and-Scrip Consideration option, with the remainder funded by the Preferential Offering under the Cash-Only Consideration option or scrip component under the Cash-and-Scrip Consideration option, (ii) the same number of MCT Units will be issued at the same Scheme Issue Price of S$2.0039 for both the Preferential Offering and the scrip component of the Cash-and-Scrip Consideration option, with the Acquisition Debt and perpetual securities assumptions remaining constant under both options and (iii) assuming the Cash-Only Consideration of S$1.1949 is reinvested at the same Scheme Issue Price, the resulting pro forma NAV per unit attributable to MNACT Unitholders will be equivalent to that in the Cash-and-Scrip Consideration option.

As mentioned in Paragraph 7.2(a), the MNACT Manager wishes to set out below the possible impact to NAV per unit attributable to MNACT Unitholders due to foreign exchange movements.

For every 5% appreciation (or depreciation) in the HKD, RMB or JPY against the SGD, the change to NAV per unit and NAV per unit (ex-distribution) attributable to MNACT Unitholders, assuming other conditions remain constant, are as set out below.

	Before Merger		**Post-Merger**					
			Merged Entity (pro forma NAV attributable to MNACT Unitholders)					
	MNACT (as reported)		**Assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration**		**Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-and-Scrip Consideration**		**Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-Only Consideration**	
NAV per unit (S$)[(1)]	1.274		1.12		1.12		1.12	
NAV per unit (ex-distribution) (S$)[(1)]	1.241		1.09		1.09		1.09	
	Impact to NAV per unit and NAV per unit (ex-distribution) attributable to MNACT Unitholders							
	Appreciate by 5%	Depreciate by 5%	Appreciate by 5%	Depreciate by 5%	Appreciate by 5%	Depreciate by 5%	Appreciate by 5%	Depreciate by 5%
HKD (S$)	0.03	(0.03)	0.01	(0.01)	0.01	(0.01)	0.01	(0.01)
RMB (S$)	0.03	(0.03)	0.01	(0.01)	0.01	(0.01)	0.01	(0.01)
JPY (S$)	*	*	*	*	*	*	*	*

Note: * Less than +/- S$0.01.

(1) Rounded NAV per unit and NAV per unit (ex-distribution) figures.

7.3 Pro Forma Aggregate Leverage

(a) As at 31 March 2022 (FY21/22)

	Effects of Merger			
	Before Merger	**Post-Merger[(1)]**		
		Merged Entity (pro forma)		
	MNACT (as reported)	**Assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration**	**Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-and-Scrip Consideration**	**Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-Only Consideration**
Aggregate leverage (based on gross borrowings)	41.5%	37.5%	38.8%	38.8%[(2)]

Notes: The pro forma financial effects of the Merger on MNACT and the Merged Entity have been prepared based on the MCT FY21/22 Unaudited Financial Statements and the MNACT FY21/22 Unaudited Financial Statements.

(1) Assumptions are same as those set out in Paragraph 7.2(a).

(2) The introduction of the Cash-Only Consideration alternative will lead to an increase in the maximum cash amount required from MCT to fund the Scheme Consideration. To fund the increase in cash requirement, the MCT Manager will undertake the Preferential Offering, which will result in pro forma aggregate leverage being unchanged from the Cash-and-Scrip Consideration scenario.

MNACT and the Merged Entity are mainly exposed to movement in the HKD, RMB and JPY foreign currencies. As such, the MNACT Manager wishes to set out below the possible impact on aggregate leverage due to foreign exchange movements, which has been mitigated by the capital hedges put in place as part of the manager's risk management strategy.

For every 5% appreciation (or depreciation) in the HKD, RMB or JPY against the SGD, the change to aggregate leverage, assuming other conditions remain constant, are as set out below.

	Before Merger	**Post-Merger**						
		Merged Entity (pro forma)						
	MNACT (as reported)	**Assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration**		**Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-and-Scrip Consideration**		**Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-Only Consideration**		
Aggregate leverage[(1)]	41.5%	37.5%		38.8%		38.8%		
	Impact to aggregate leverage (percentage points ("p.p."))							
	Appreciate by 5%	Depreciate by 5%	Appreciate by 5%	Depreciate by 5%	Appreciate by 5%	Depreciate by 5%	Appreciate by 5%	Depreciate by 5%
HKD	+0.1 p.p.	-0.1 p.p.	+0.1 p.p.	-0.1 p.p.	+0.1 p.p.	-0.1 p.p.	+0.1 p.p.	-0.1 p.p.
RMB	-0.4 p.p.	+0.4 p.p.	-0.2 p.p.	+0.2 p.p.	-0.2 p.p.	+0.2 p.p.	-0.2 p.p.	+0.2 p.p.
JPY	+0.3 p.p.	-0.3 p.p.	+0.2 p.p.	-0.2 p.p.	+0.2 p.p.	-0.2 p.p.	+0.2 p.p.	-0.2 p.p.

Notes:

(1) Based on gross borrowings.

(b) **As at 31 March 2021 (FY20/21)**

	Effects of Merger			
	Before Merger	**Post-Merger[(1)]**		
		Merged Entity (pro forma)		
	MNACT (as reported)	**Assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration**	**Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-and-Scrip Consideration**	**Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-Only Consideration**
Aggregate leverage (based on gross borrowings)	41.5%[(2)]	38.0%	39.2%	39.2%[(3)]

Notes: The pro forma financial effects of the Merger on MNACT and the Merged Entity have been prepared based on the MCT FY20/21 Audited Financial Statements and the MNACT FY20/21 Audited Financial Statements.

(1) Assumptions are same as those set out in Paragraph 7.2(b).

(2) Based on net borrowings, as reported.

(3) The introduction of the Cash-Only Consideration alternative will lead to an increase in the maximum cash amount required from MCT to fund the Scheme Consideration. To fund the increase in cash requirement, the MCT Manager will undertake the Preferential Offering, which will result in pro forma aggregate leverage being unchanged from the Cash-and-Scrip Consideration scenario.

As mentioned in Paragraph 7.3(a), the MNACT Manager wishes to set out below the possible impact to aggregate leverage due to foreign exchange movements.

For every 5% appreciation (or depreciation) in the HKD, RMB or JPY against the SGD, the change to aggregate leverage, assuming other conditions remain constant, are as set out below.

	Before Merger		**Post-Merger**					
			Merged Entity (pro forma)					
	MNACT (as reported)		**Assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration**		**Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-and-Scrip Consideration**		**Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-Only Consideration**	
Aggregate leverage	41.5%(2)		38.0%		39.2%		39.2%	
	Impact to aggregate leverage (percentage points ("p.p."))(1)							
	Appreciate by 5%	Depreciate by 5%	Appreciate by 5%	Depreciate by 5%	Appreciate by 5%	Depreciate by 5%	Appreciate by 5%	Depreciate by 5%
HKD	+0.1 p.p.	-0.1 p.p.	+0.1 p.p.	-0.1 p.p.	+0.1 p.p.	-0.1 p.p.	+0.1 p.p.	-0.1 p.p.
RMB	-0.5 p.p.	+0.5 p.p.	-0.2 p.p.	+0.2 p.p.	-0.2 p.p.	+0.2 p.p.	-0.2 p.p.	+0.2 p.p.
JPY	+0.3 p.p.	-0.3 p.p.	+0.1 p.p.	-0.1 p.p.	+0.1 p.p.	-0.1 p.p.	+0.1 p.p.	-0.1 p.p.

Notes:

(1) Impact to aggregate leverage based on gross borrowings.

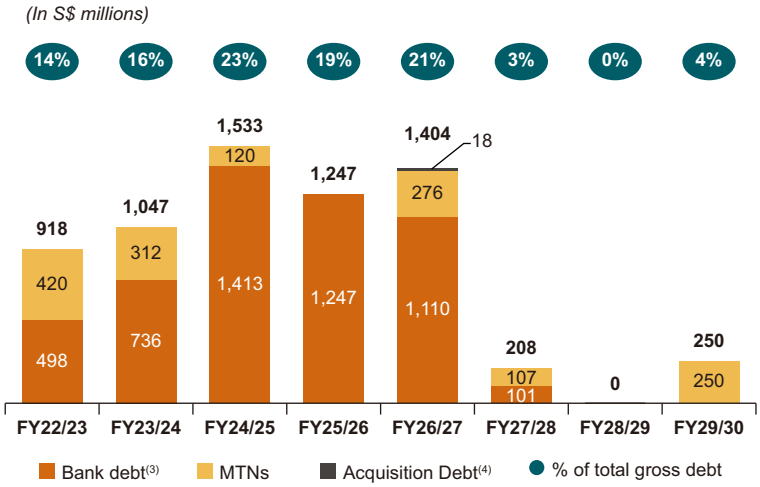
(2) Based on net borrowings, as reported.

8. PRO FORMA DEBT MATURITY PROFILE AS AT 31 MARCH 2022

FOR ILLUSTRATIVE PURPOSES ONLY: The pro forma debt maturity profile of the Merged Entity set out below is strictly for illustrative purposes. The MCT Manager reserves the right to alter its capital management strategy as it deems necessary.

The Merged Entity's pro forma debt maturity profile is subject to the final settlement of the Scheme Consideration Options elected for by MNACT Unitholders.

***Pro forma* debt maturity profile as at 31 March 2022 assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration[1],[2]**



Notes: The pro forma debt maturity profile of the Merged Entity has been prepared based on the MCT FY21/22 Unaudited Financial Statements and the MNACT FY21/22 Unaudited Financial Statements.

(1) Assumes the Merger was completed on 31 March 2022.

(2) Assumes the Merged Entity will not refinance its borrowings after Merger. Notwithstanding, the MCT Manager does not intend to refinance any of the Merged Entity's debt post-merger, with the exception of MCT Medium Term Notes which have in place a put option and MNACT Medium Term Notes which have in place a delisting put option. The MCT Manager will put in place the required debt facilities to fund any potential redemptions. For illustrative purposes, the put options are assumed to not be exercised. All of MNACT's lenders are supportive of the consent waiver request in relation to its borrowings.

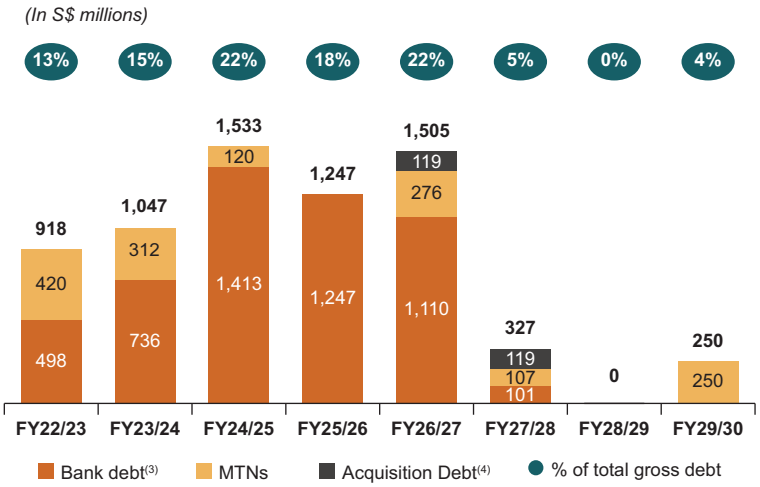
(3) Includes proportionate share of debt from MNACT's joint venture in TPG.

(4) Assumes that an additional S$18.0 million of Acquisition Debt is drawn down on 31 March 2022 to fund the Transaction Costs of the Merger.

(a) Assumes 100% of the Acquisition Debt matures on 31 March 2027 (FY26/27).

(b) Based on 3,528.0 million MNACT Units in issue as at 31 March 2022 and the Scheme Consideration.

***Pro forma* debt maturity profile as at 31 March 2022 assuming all MNACT Unitholders except for MIPL Entities elect to receive the Cash-and-Scrip Consideration or Cash-Only Consideration[1],[2]**



Notes: Total percentage value may not add up to 100% due to rounding differences. The pro forma debt maturity profile of the Merged Entity has been prepared based on the MCT FY21/22 Unaudited Financial Statements and the MNACT FY21/22 Unaudited Financial Statements.

(1) Assumes the Merger was completed on 31 March 2022.

(2) Assumes the Merged Entity will not refinance its borrowings after Merger. Notwithstanding, the MCT Manager does not intend to refinance any of the Merged Entity's debt post-merger, with the exception of MCT Medium Term Notes which have in place a put option and MNACT Medium Term Notes which have in place a delisting put option. The MCT Manager will put in place the required debt facilities to fund any potential redemptions. For illustrative purposes, the put options are assumed to not be exercised. All of MNACT's lenders are supportive of the consent waiver request in relation to its borrowings.

(3) Includes proportionate share of debt from MNACT's joint venture in TPG.

(4) Assumes that an additional S$238.0 million of Acquisition Debt is drawn down on 31 March 2022 to partially fund the cash component and the Transaction Costs of the Merger.

(a) Assumes 50% of the Acquisition Debt matures on 31 March 2027 (FY26/27) and 50% of the Acquisition Debt matures on 31 March 2028 (FY27/28).

(b) Based on 3,528.0 million MNACT Units in issue as at 31 March 2022 and the Scheme Consideration.

9. DELISTING

Upon the Trust Scheme becoming effective in accordance with its terms:

(a) all Entitled MNACT Unitholders will receive for each MNACT Unit held by them, the Scheme Consideration, being:

(i) Scrip-Only Consideration: 0.5963 Consideration Units at the Scheme Issue Price of S$2.0039; **or**

(ii) Cash-and-Scrip Consideration: S$0.1912 in cash and 0.5009 Consideration Units at the Scheme Issue Price of S$2.0039; **or**

(iii) Cash-Only Consideration: S$1.1949 in cash;

(b) the MCT Trustee will hold 100.0% of the MNACT Units; and

(c) MNACT will, subject to the approval of the SGX-ST, be delisted and removed from the Official List of the SGX-ST.

If the Trust Scheme Resolution is passed at the Trust Scheme Meeting, an application will be made to seek approval from the SGX-ST to delist and remove MNACT from the Official List of the SGX-ST upon the Trust Scheme becoming effective and binding in accordance with its terms.

MNACT UNITHOLDERS SHOULD NOTE THAT BY VOTING IN FAVOUR OF THE TRUST SCHEME RESOLUTION, MNACT WILL, SUBJECT TO THE APPROVAL OF THE SGX-ST, BE DELISTED FROM THE OFFICIAL LIST OF THE SGX-ST IF THE TRUST SCHEME BECOMES EFFECTIVE AND BINDING IN ACCORDANCE WITH ITS TERMS.

10. CONFIRMATION OF FINANCIAL RESOURCES

As stated in Paragraph 13 of the Offeror's Letter, DBS Bank Ltd., the sole financial adviser to the MCT Manager in respect of the Merger and the Trust Scheme, confirms that sufficient financial resources are available to MCT to satisfy in full the aggregate cash requirements of the Scheme Consideration pursuant to the Trust Scheme, including in the event that all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-and-Scrip Consideration or the Cash-Only Consideration, or a mixture of both the Cash-and-Scrip Consideration and the Cash-Only Consideration.

11. FEES

11.1 MNACT

No fee is payable to the MNACT Manager in connection with the Merger and the Trust Scheme.

11.2 MCT

To reinforce its commitment and support for the Merger and growth of the Merged Entity, the MCT Manager (with the support of MIPL, which owns 100.0% of the MCT Manager and is the Sponsor of both MCT and MNACT) has waived its acquisition fee entitlement under the Trust Deed constituting MCT.

12. INDEPENDENT FINANCIAL ADVISER TO THE MNACT INDEPENDENT DIRECTORS AND TO THE MNACT TRUSTEE

12.1 Appointment of MNACT IFA

Deloitte & Touche Corporate Finance Pte Ltd has been appointed as the independent financial adviser pursuant to Rule 1309(2) of the Listing Manual as well as to advise the MNACT Independent Directors and the MNACT Trustee on the terms of the Trust Scheme, in compliance with the provisions of the Code.

MNACT Unitholders should consider carefully the recommendation of the MNACT Independent Directors and the advice of the MNACT IFA to the MNACT Independent Directors and to the MNACT Trustee before deciding whether or not to vote in favour of the Trust Scheme Resolution. The advice of the MNACT IFA in relation to the Trust Scheme, which is given pursuant to Rule 1309(2) of the Listing Manual, is set out in the MNACT IFA Letter (see Appendix A to this Scheme Document).

12.2 MNACT IFA Opinion on the Trust Scheme

After having regard to the considerations set out in the MNACT IFA Letter and based on the information available to the MNACT IFA as at the Latest Practicable Date, the MNACT IFA has given its advice in respect of the Trust Scheme to the MNACT Independent Directors and the MNACT Trustee (an extract of which is reproduced in italics below).

MNACT Unitholders should read the following extract in conjunction with, and in the context of, the MNACT IFA Letter in its entirety as set out in Appendix A to this Scheme Document.

"*In arriving at our recommendation, we have taken into account the following factors which we consider to have a significant bearing on our assessment of the financial terms of the Trust Scheme. The following factors should be read in connection with, and interpreted, in the full context of this letter:*

Evaluation of the MNACT Units and the Scheme Consideration

Market quotations and liquidity of the MNACT Units

(1) There is sufficient liquidity in the trading of the MNACT Units and the historical market prices of the MNACT Units provide a meaningful benchmark and reference point for the comparison with the Scheme Consideration;

Historical market performance and trading activity of MNACT Units

(2) The Scheme Consideration of S$1.1949 is within the range of the highest and lowest price of the MNACT Unit Prices[33] of S$1.47 and S$0.70 respectively, in the three-year period prior to the LCPD and up to the LPD;

(3) The Scheme Consideration of S$1.1949 represents a premium of 14.4%, 17.5%, 17.8%, 17.3% and 8.3% as compared to the VWAP of the MNACT Units for the last one-month, three-month, six-month, one-year, three-year periods prior to and including the LCPD respectively and a premium of 7.6% and 8.9% as compared to the last traded price of the MNACT Units and VWAP on the LCPD. From the JAD to the LPD, MNACT Units traded between a low of S$1.03 and a high of S$1.24 with a VWAP of S$1.139. The traded price of MNACT Units increased to above S$1.1949 on 21 March 2022, which was the day that the Revision Joint Announcement was released. The Scheme Consideration of S$1.1949 represents a premium of 4.9% and discount of (2.4%) as compared to the VWAPs of the MNACT Units from the JAD up to the LPD and on the LPD respectively;

[33] *Based on the closing price of MNACT Units.*

Trailing latest P/NAV multiples of the MNACT Units

(4) During the period up to and including the LCPD, the P/NAV multiple of 1.00x implied by the Scheme Consideration of S$1.1949 is higher than the trailing P/NAV multiples of the MNACT Units most of the time in the three-year period prior to the LCPD and represents a premium of 23.5% to the median of the P/NAV multiple of 0.81x in the six-month, one-year and three-year periods prior to and including the LCPD. Furthermore, the P/NAV multiple of 1.00x is higher than the range of the six-month and one-year trailing P/NAV multiples and within the range of the three-year trailing P/NAV multiplies. It is also at a premium of 12.4% to the P/NAV multiple of MNACT Units of 0.89x as at LCPD;

(5) As at LPD, (i) the P/NAV multiple of 0.93x implied by the Scrip-Only Consideration of S$1.118 as at LPD represents a premium of 14.8% to the median P/NAV multiple of 0.81x in the six-month, one-year and three-year periods prior to and including the LCPD and is higher than the range of the six-month and one-year trailing P/NAV multiples and within the range of the three-year trailing P/NAV multiples. It is at a discount of (10.0%) to the P/NAV multiple of MNACT Units of 1.03x as at LPD; (ii) the P/NAV multiple of 0.94x implied by the Cash-and-Scrip Consideration of S$1.131 as at LPD represents a premium of 16.0% to the median P/NAV multiple of 0.81x in the six-month, one-year and three-year periods prior to and including the LCPD and is higher than the range of the six-month and one-year trailing P/NAV multiples and within the range of the three-year trailing P/NAV multiples. It is at a discount of (8.7%) to the P/NAV multiple of MNACT Units of 1.03x as at LPD; (iii) the P/NAV multiple of 1.00x implied by the Cash-Only Consideration of S$1.1949 as at LPD represents a premium of 23.5% to the median P/NAV multiple of 0.81x in the six-month, one-year and three-year periods prior to and including the LCPD and is higher than the range of the six-month and one-year trailing P/NAV multiples and within the range of the three-year trailing P/NAV multiples. It is at a discount of (3.0%) to the P/NAV multiple of MNACT Units of 1.03x as at LPD.

Gross Exchange Ratio and Net Exchange Ratio Analysis

(6) The Gross Exchange Ratio of 0.5963x represents a premium of 8.9%, 16.2%, 22.6%, 23.7%, 23.0% and 11.7% as compared to the historical exchange ratios implied by the VWAPs of MNACT Units and MCT Units for the respective reference periods prior to and including the LCPD. The Gross Exchange Ratio of 0.5963x represents a discount of (3.2%) and (8.6%) respectively as compared to the historical exchange ratios implied by the VWAPs of the MNACT Units and the MCT Units during the period from the JAD to the LPD and on the LPD respectively;

(7) The Net Exchange Ratio of 0.5009x represents a premium of 10.7%, 19.4%, 26.8%, 28.0%, 27.2% and 13.5% to the adjusted exchange ratios implied by the VWAPs of the MNACT Units and the MCT Units for the respective reference periods prior to and including the LCPD. The Net Exchange Ratio of 0.5009x represents a discount of (2.3%) and (9.0%) to the adjusted exchange ratios implied by the VWAPs of the MNACT Units and the MCT Units during the period from the JAD up to the LPD and on the LPD respectively;

Comparison with S-REITs

(8) As at LCPD, the P/NAV multiple of 1.00x implied by the Scheme Consideration of S$1.1949 is within the range and represents a premium of 8.7% to the median P/NAV multiple of the selected comparable S-REITs;

(9) As at LPD, (i) the P/NAV multiple of 0.94x implied by the Cash-and-Scrip Consideration of S$1.131 represents a (4.1%) discount to the median P/NAV multiple of the selected comparable S-REITs; (ii) the P/NAV multiple of 0.93x implied by the Scrip-Only Consideration of S$1.118 represents a (5.1%) discount to the median P/NAV multiple of the selected comparable S-REITs; (iii) the P/NAV of 1.00x implied by the Cash-Only Consideration of S$1.1949 represent a 2.0% premium to the median P/NAV multiple of the selected comparable S-REITs;

Comparison with S-REITs with Greater China focus

(10) As at LCPD, the P/NAV multiple of 1.00x implied by the Scheme Consideration of S$1.1949 is higher than the range and represents a premium of 20.5% to the median P/NAV multiple of the selected comparable S-REITs with Greater China focus;

(11) As at LPD, (i) the P/NAV multiple of 0.94x implied by the Cash-and-Scrip Consideration of S$1.131 represents a premium of 22.1% to the median P/NAV multiple of the selected comparable S-REITs with Greater China focus; (ii) the P/NAV multiple of 0.93x implied by the Scrip-Only Consideration of S$1.118 represents a premium of 20.8% to the median P/NAV multiple of the selected comparable S-REITs with Greater China focus; and (iii) the P/NAV of 1.00x implied by the Cash-Only Consideration of S$1.1949 represents a premium of 29.9% to the median P/NAV multiple of the selected comparable S-REITs with Greater China focus;

Comparison with HK-REITs

(12) As at LCPD, the P/NAV multiple of 1.00x implied by the Scheme Consideration of S$1.1949 is higher than the range and represents a premium of 100.0% to the median P/NAV multiple of the selected comparable HK-REITs;

(13) As at LPD, (i) the P/NAV multiple of 0.94x implied by the Cash-and-Scrip Consideration of S$1.131 represents a 108.9% premium to the median P/NAV multiple of the selected comparable HK-REITs; (ii) the P/NAV multiple of 0.93x implied by the Scrip-Only Consideration of S$1.118 represents a 106.7% premium to the median P/NAV multiple of the selected comparable HK-REITs; and (iii) the P/NAV of 1.00x implied by the Cash-Only Consideration of S$1.1949 represents a 122.2% premium to the median P/NAV multiple of the selected comparable HK-REITs;

Comparison with JP-REITs

(14) As at LCPD, the P/NAV multiple of 1.00x implied by the Scheme Consideration of S$1.1949 is higher than the range and represents a 13.6% premium to the median P/NAV multiple of the selected comparable JP-REITs;

(15) As at LPD, (i) the P/NAV multiple of 0.94x implied by the Cash-and-Scrip Consideration of S$1.131 represents a premium of 2.2% to the median P/NAV multiple of the selected comparable JP-REITs; (ii) the P/NAV multiple of 0.93x implied by the Scrip-Only Consideration of S$1.118 represents a premium of 1.1% to the median P/NAV multiple of the selected comparable JP-REITs; and (iii) the P/NAV of 1.00x implied by the Cash-Only Consideration of S$1.1949 represents a 8.7% premium to the median P/NAV multiple of the selected comparable JP-REITs;

Comparison with precedent S-REIT mergers

(16) The premia of 7.6%, 14.4%, 17.5%, 17.8% and 17.3% as implied by the Scheme Consideration of S$1.1949 to the last closing price, one-month, three-month, six-month and twelve-month VWAPs respectively are higher than the corresponding mean and median premia for the precedent S-REIT mergers. In addition, the premium of 14.4% in respect of the one-month VWAP is higher than the corresponding range of premia for the precedent S-REIT mergers, while the premia in respect of the last closing price, three-month, six-month and twelve-month VWAPs are within the corresponding range of premia for the precedent S-REIT mergers;

(17) The Scheme Consideration of S$1.1949 being equivalent to the NAV per MNACT Unit[34] is lower than the mean and median and within the range of premia to NAV for the precedent S-REIT mergers;

(18) The premia of 8.9%, 16.2%, 22.6%, 23.7% and 23.0% as implied by the Gross Exchange Ratio of 0.5963x to the historical exchange ratio as implied by the VWAPs of MCT Units and MNACT Units in the respective periods are higher than the corresponding mean and median premia for the precedent S-REIT mergers;

(19) We have reviewed the independent valuation reports of MNACT prepared by the MNACT Valuers as at 31 October 2021 and 31 March 2022;

(20) The Scheme Consideration of S$1.1949 represents a premium of 4.8% to the median and is within the range of the latest analyst research target prices as at LCPD;

(21) Under the Cash-and-Scrip Consideration option, the proportion of the Scheme Consideration to be paid in cash of 16% is higher than the range of cash components of between 0% to 12% paid in the seven selected precedent amalgamations of S-REITs. Under the Cash-Only Consideration, the cash component is higher than the range of cash components of between 0% to 12% paid in the seven selected precedent S-REIT mergers.

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[34] *As announced by MNACT on 31 December 2021, pursuant to the independent valuation performed on 31 October 2021 on MNACT's investment properties and joint venture held as at 30 September 2021 and after excluding the reported 1HFY21/22 DPU of 3.426 Singapore cents paid on 24 December 2021, the NAV per MNACT Unit would have been S$1.1949 as at 30 September 2021.*

The introduction of the alternative Cash-Only Consideration option under the revised Trust Scheme, which is equivalent to the NAV per MNACT Unit[35] gives higher certainty to MNACT Unitholders amidst prevailing market conditions and provides greater flexibility to MNACT Unitholders to elect the form of the Scheme Consideration that is most suited to their investment needs. Under the revised Trust Scheme, MNACT Unitholders who elect to receive the Cash-Only Consideration will receive S$1.1949 in cash per MNACT Unit, regardless of whether the MCT Units trade above or below S$2.0039. MNACT Unitholders will have increased flexibility to benefit from the three forms of the Scheme Consideration whose implied value (based on the Scheme Issue Price) is equivalent to the NAV per MNACT Unit. MNACT Unitholders who wish to stay invested in the Merged Entity may continue to elect to receive the Scheme Consideration in the form of the Scrip-Only Consideration or the Cash-and-Scrip Consideration, while those who wish to fully realise their investment may now elect to receive the Cash-Only Consideration.

Evaluation of MCT Units and the Scheme Issue Price

Market quotations and liquidity of the MCT Units

(22) MCT Units are reasonably liquid and the historical market prices of the MCT Units provide a meaningful benchmark and reference point for the comparison with the Scheme Issue Price;

Historical market performance and trading activity of MCT Units

(23) The Scheme Issue Price of S$2.0039 is within the range of the highest and lowest prices MCT Unit Prices[36] of S$2.48 and S$1.50 respectively, in the three-year period prior to the LCPD and up to the LPD. The inclusion of MCT in the STI and the MSCI Singapore Index on 23 Sept 2019 and 26 Nov 2019 respectively had a positive impact on the MCT Unit Price;

(24) The Scheme Issue Price of S$2.0039 represents a discount of (1.6%), (4.2%), (4.7%), (4.6%) and (3.0%) as compared to the VWAP of the MCT Units for the last one-month, three-month, six-month, one-year, three-year periods prior to and including the LCPD respectively. During the period from the JAD to the LPD, MCT Units traded between a low of S$1.78 to a high of S$1.97. Due to the decline in traded prices of MCT Units from the LCPD to the LPD, we note that the Scheme Issue Price of S$2.0039 represents a premium of 8.3% and 6.8% as compared to the VWAP for the MCT Units during the period from the JAD to the LPD and on the LPD;

Trailing latest P/NAV multiples of the MCT Units

(25) The P/NAV multiple of 1.19x implied by the Scheme Issue Price of S$2.0039 as at LCPD is within the range of the P/NAV multiples in the six-month, one-year and three-year periods prior to and including the LCPD. Furthermore, it represents a discount of (3.3%) to the median P/NAV multiple of 1.23x in the six-month and one-year period, and a discount of (2.5%) to the median P/NAV multiple of 1.22x in the three-year period prior to and including the LCPD. The P/NAV multiple of 1.18x implied by the Scheme Issue Price of S$2.0039 as at LPD represents a discount of (0.8%) as

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[35] *MNACT's NAV per unit as of 30 September 2021 is S$1.1949 after applying the following adjustments: (i) excluding MNACT's reported 1H FY21/22 DPU of 3.426 Singapore cents paid on 24 December 2021; and (ii) assuming valuation of MNACT's investment properties and joint venture held as of 30 September 2021 is based on valuation as of 31 October 2021 as announced on 31 December 2021.*

[36] *Based on the closing price of MCT Units.*

compared to the P/NAV multiple of 1.19x implied by the Scheme Issue Price of S$2.0039 as at LCPD. Furthermore, it represents a discount of (4.1%) to the median P/NAV multiple of 1.23x in the six-month and one-year period, and a discount of (3.3%) to the median P/NAV multiple of 1.22x in the three-year period prior to and including the LCPD. It is at a premium of 10.3% to the P/NAV multiple of MCT Units 1.07x as at LPD;

Comparison with S-REITs

(26) As at LCPD, the P/NAV multiple of 1.19x implied by the Scheme Issue Price of S$2.0039 is higher than the range and represents a 29.3% premium to the median P/NAV multiple of the selected comparable S-REITs. As at LPD, the P/NAV multiple of 1.18x implied by the Scheme Issue Price of S$2.0039 is within the range and represents a 20.4% premium to the median P/NAV multiple of the selected comparable S-REITs;

(27) We have reviewed the independent valuation reports of MCT prepared by the MCT Valuers as at 30 September 2021 and 31 March 2022;

(28) The Scheme Issue Price of S$2.0039 represents a (14.7%) discount to the median and is lower than the range of the latest analyst research target prices as at LCPD;

Evaluation of other key considerations

(29) Rationale and key benefits for the Merger as disclosed in Paragraph 3.1 of the Letter to MNACT Unitholders;

(30) The assurance given by the SSA 805 opinion where the MNACT 805 Auditor has rendered an unqualified opinion, having considered the Statement of Investment Properties of MCT Group as at 31 March 2022;

(31) In relation to the pro forma financial effects of the Merger:

i. While the Merger is DPU dilutive for MNACT Unitholders, we note that as disclosed in Paragraph 3.1 (e)(ii) of the Letter to MNACT Unitholders (i) the Scheme Consideration of S$1.1949 as at LCPD implies a premium of 8.49 to 18.07 Singapore cents over various trading periods in the last 12 months prior to and including the LCPD, which is significantly higher than the change in DPU for both FY21/22 and FY20/21 periods; (ii) the premium implied by the Scheme Consideration of S$1.1949 as at LCPD over MNACT's trading prices for periods prior to and including the LCPD are equivalent to more than 1 to 2.5 years' worth of DPU[37] to MNACT Unitholders;

ii. While the Merger is NAV dilutive for MNACT Unitholders, we note that (i) the Scheme Consideration of S$1.1949 implies a 1.0x P/NAV multiple as at LCPD, which is higher than the trailing P/NAV multiples of MNACT Units most of the time in the last three-year period prior to the LCPD; (ii) MCT being a constituent of the STI and the MSCI Index could likely explain its higher P/NAV multiple compared to MNACT, amongst other factors; (iii) the Scheme Issue Price of S$2.0039 represents a discount to the VWAP of MCT in the respective reference periods prior to and including the LCPD;

[37] *Based on total DPU of 6.7250 Singapore cents per MNACT unit from 2H FY20/21 to 1H FY21/22, and 16.7250 Singapore cents per MNACT unit from FY19/20 to 1H FY21/22.*

iii. As disclosed in Paragraph 7.3 of the Letter to MNACT Unitholders, the Merged Entity is expected to have a pro forma aggregate leverage of 37.5% (assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration) and 38.8% (assuming all MNACT Unitholders except for MIPL Entities elect to receive the Cash-and-Scrip Consideration or assuming all MNACT Unitholders except for MIPL Entities elect to receive the Cash-Only Consideration) as at 31 March 2022 and is also expected to have a larger development headroom of S$1.7 billion to undertake more asset enhancement initiatives and development initiatives to boost organic growth for unitholders. Without the Merger, MNACT's gearing ratio of 41.5% as at 31 March 2022 would mean limited debt headroom for growth;

(32) As at the LPD, the Merger is the only offer that has been received for the entire portfolio of MNACT;

(33) Other benefits to MNACT Unitholders:

i. As disclosed in Paragraph 3.1(c)(ii) of the Letter to MNACT Unitholders, the Merged Entity will maintain a free float equivalent to or greater than MCT's current free float size, currently valued at approximately S$4.5 billion as at 27 December 2021, and is the fifth[38] largest free float size among S-REITs. Any potential uplift in the Merged Entity's free float size on completion of the Merger and the Preferential Offering[39], will be determined by the results of the election of the form of the Scheme Consideration to be received by the MNACT Unitholders, increasing with the election of the Scrip-Only or Cash-and-Scrip Consideration and pro-rata participation of MCT Unitholders in the Preferential Offering. Currently, MCT is a constituent in key representative indices including the FTSE EPRA Nareit Developed Index and Developed Asia Index, the MSCI Singapore Index and the Straits Times Index. Based on the developed markets classification in the FTSE EPRA Nareit Developed Index and Developed Asia Index, the Merged Entity is expected to remain a constituent in the FTSE EPRA Nareit Developed Index and Developed Asia Index as the pro forma EBIT contribution of the Merged Entity will continue to be primarily from the developed markets, estimated at 88.1%. In addition, the Merged Entity will maintain or expand its representation in both the MSCI Singapore Index and Singapore Index, depending on the uplift in free float (if any) and remains one of the top five largest S-REITs in terms of free float size as at the Last Trading Day.

ii. As disclosed in Paragraph 3.1(b)(i) of the Letter to MNACT Unitholders, the Merged Entity will have a diversified mix of assets across geographies. Singapore assets will represent approximately 51.6% by AUM, while assets in Hong Kong SAR, China, Japan and South Korea will represent 26.1%, 11.0%, 9.7% and 1.6% respectively. This reduction in reliance on any single market, sub asset class, and single-asset earning vulnerability bolsters the Merged Entity's resilience through economic cycles.

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*[38] Based on the top 10 S-REITs by free float market capitalisation (excluding the Merged Entity) as at the Last Trading Day. Top 10 REITs by free float market cap: Ascendas Real Estate Investment Trust ("**AREIT**"), CapitaLand Integrated Commercial Trust ("**CICT**"), Mapletree Logistics Trust ("**MLT**"), Mapletree Industrial Trust ("**MIT**"), MCT, Frasers Logistics & Commercial Trust, Frasers Centrepoint Trust, Keppel DC REIT, MNACT, Keppel REIT. Free float calculated as total units excluding sponsor-held units.*

[39] The Preferential Offering will only proceed if the conditions to the Preferential Offering have been satisfied. Please refer to the MCT Circular for information regarding the conditions to the Preferential Offering.

In assessing the fairness of the financial terms of the Trust Scheme, we have relied on a range of methodologies.

Based upon our analysis and having considered carefully the information available to us at the Latest Practicable Date, we are of the opinion that the financial terms of the Trust Scheme are ***FAIR****.*

We have considered as at the Latest Practicable Date, the Scheme Consideration:

a. *represents a premium over the VWAPs of MNACT Units prior to the LCPD as well as from the JAD to LPD and is within the range of the highest and lowest closing unit prices of MNACT in the three-year period prior to the LCPD and as at LPD;*

b. *implies a higher P/NAV multiple than the trailing P/NAV multiples of MNACT Units most of the time in the three-year period prior to the LCPD and is higher than the median P/NAV multiple in the six-month, one-year and three-year periods as well as higher than the range of the P/NAV multiple in the six-month and one-year periods prior to the LCPD;*

c. *represents a premium over the median P/NAV multiple of selected comparable S-REITs as at the LCPD and the Cash-Only Consideration represents a premium over the median P/NAV multiple of selected comparable S-REITs as at LPD;*

d. *represents a premium over the median P/NAV multiple of selected comparable S-REITs with Greater China focus as at LCPD and LPD;*

e. *represents a premium over the median P/NAV multiple of selected comparable HK-REITs as at LCPD and LPD;*

f. *represents a premium over the median P/NAV multiple of selected comparable JP-REITs as at LCPD and LPD;*

g. *implies a premia of 7.6%, 14.4%, 17.5%, 17.8% and 17.3% to the last closing price, one-month, three-month, six-month and twelve-month VWAPs of MNACT Units respectively, which are higher than the corresponding mean and median premia for the precedent S-REIT mergers as at LCPD;*

h. *being equivalent to the NAV per MNACT Unit[40] is within the range of premia to NAV for the precedent S-REIT mergers;*

i. *represents a premium over the median and is within the range of the latest analyst research target prices as at LCPD; and*

j. *in relation to the Cash-and-Scrip Consideration and Cash-Only Consideration, the cash components are higher than the range of cash components of between 0% to 12% paid in the selected precedent amalgamations of S-REITs.*

The original terms of the Trust Scheme is based on the implied Scheme Consideration of S$1.1949 as at LCPD, which is equivalent to the NAV per MNACT Unit[40].

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[40] *MNACT's NAV per unit as of 30 September 2021 is S$1.1949 after applying the following adjustments: (i) excluding MNACT's reported 1H FY21/22 DPU of 3.426 Singapore cents paid on 24 December 2021; and (ii) assuming valuation of MNACT's investment properties and joint venture held as of 30 September 2021 is based on valuation as of 31 October 2021 as announced on 31 December 2021.*

We have considered as at the Latest Practicable Date, the Gross Exchange Ratio:

k. represents a premium of 8.9%, 16.2%, 22.6%, 23.7%, 23.0% as compared to the historical exchange ratios implied by the VWAPs of MNACT Units and MCT Units for the respective reference periods prior to and including the LCPD; and

l. the premiums are higher than the corresponding mean and media premia for the precedent S-REIT mergers.

We have considered as at the Latest Practicable Date, the Net Exchange Ratio:

m. represents a premium as compared to the adjusted exchange ratios implied by the VWAPs of MNACT Units and MCT Units for the respective reference periods prior to and including the LCPD.

*We have considered all the factors as set out above in determining the Trust Scheme from a financial point of view of being **FAIR**. We have considered the Net Asset Value as the primary driver for MNACT's valuation given that it is a REIT. The Net Asset Value is derived from valuations completed by licensed property valuers in their respective jurisdictions and we have also drawn upon factors including items (b), (c), (d), (e) and (f) as set out above. Accordingly we have considered the fair value of the offerees' securities to be between the P/NAV[41] multiples of 0.83x to 1.00x (which implies a MNACT unit price of S$1.0000 to S$1.1949). The range is marginally more than a 15% difference but the basis of this range is supported by the preceding statements in this paragraph.*

*Transactions that are deemed to be **FAIR** will also be deemed to be **REASONABLE** unless there are extraneous factors which may negatively impact our opinion. In assessing reasonableness, we have considered the strategic rationale, the assurance of the property valuations by external auditors, the pro forma financial effects on certain key financial performance measures (including DPU, NAV per unit and gearing) and the fact that MNACT Unitholders have the choice of electing the Scrip-Only Consideration, Cash-and-Scrip Consideration or Cash-Only Consideration. For this instance, there no extraneous factors which are deemed to negatively impact our opinion.*

*Based on our analysis and after having considered carefully the information available to us as at the Latest Practicable Date, we are of the opinion that the financial terms of the Trust Scheme are **FAIR** and **REASONABLE**. Accordingly, we advise the MNACT Independent Directors to recommend that the MNACT Unitholders vote in favour of the Trust Scheme Resolution."*

13. RECOMMENDATIONS BY MNACT INDEPENDENT DIRECTORS

13.1 Independence

(a) The SIC has ruled that the Conflicted Directors are exempted from the requirement to make a recommendation on the Trust Scheme to MNACT Unitholders as they face the following irreconcilable conflicts of interest:

[41] *MNACT's NAV per unit as of 30 September 2021 is S$1.1949 after applying the following adjustments: (i) excluding MNACT's reported 1H FY21/22 DPU of 3.426 Singapore cents paid on 24 December 2021; and (ii) assuming valuation of MNACT's investment properties and joint venture held as of 30 September 2021 is based on valuation as of 31 October 2021 as announced on 31 December 2021.*

(i) Mr. Paul Ma Kah Woh who was a director of MIPL. Mr. Ma was also previously the Chairman and Non-Executive Director of Mapletree Logistics Trust Management Ltd. ("**MLTM**"), the manager of Mapletree Logistics Trust ("**MLT**") (which MIPL is the sponsor of), from 2005 to July 2016, and a member of the Transaction Review Committee of MIPL until June 2016.

(ii) Mr. Chua Tiow Chye who is the Deputy Group Chief Executive Officer of MIPL. In his current position, he focuses on driving MIPL's strategic initiatives, including expanding and directing the Mapletree Group's international real estate investments and developments. He also directly oversees the Group's Global Lodging sector as well as the Private Capital Management function of MIPL. Mr. Chua concurrently serves as a Non-Executive Director of Mapletree Industrial Trust Management Ltd. ("**MITM**"), the manager of Mapletree Industrial Trust (which MIPL is the sponsor of).

(iii) Ms. Wendy Koh Mui Ai who is the Group Chief Financial Officer of MIPL. In her position, she oversees the finance, tax, and treasury functions of MIPL. She holds various appointments within the Mapletree Group including as the Non-Executive Director of MLTM, MITM and the MCT Manager.

(iv) Ms. Cindy Chow Pei Pei who was previously the Chief Executive Officer, India with MIPL, and the Senior Vice President and Head of Investment for MLTM.

(v) Ms. Tan Su Shan who is the Group Head of Institutional Banking at DBS Bank Ltd., which is the the sole financial adviser to the MCT Manager in respect of the Merger and the Trust Scheme.

(b) Nonetheless, the Conflicted Directors will, together with the other MNACT Directors, still assume responsibility for the accuracy of the facts stated and the completeness of the information of the Trust Scheme given by the MNACT Manager to MNACT Unitholders, including information contained in announcements and documents issued by or on behalf of MNACT in connection with the Trust Scheme.

(c) Save for the Conflicted Directors, all the other MNACT Directors consider themselves independent for the purposes of making a recommendation on the Trust Scheme to MNACT Unitholders.

13.2 Recommendation on the MNACT Trust Deed Amendments and the Trust Scheme

Having regard to the above and the rationale for the MNACT Trust Deed Amendments as set out in Paragraph 5, the MNACT Directors are of the opinion that the MNACT Trust Deed Amendments would be beneficial to, and be in the interests of, MNACT.

Accordingly, the MNACT Directors recommend that MNACT Unitholders **VOTE IN FAVOUR** of the MNACT Trust Deed Amendments Resolution at the EGM.

Further, the MNACT Independent Directors, having considered carefully the terms of the Trust Scheme, the advice given by the MNACT IFA in the MNACT IFA Letter and having taken into account the various factors set out in the MNACT IFA Letter (an extract of which is set out in Paragraph 12.2), including the MNACT 805 Auditor's Opinion, recommend that MNACT Unitholders **VOTE IN FAVOUR** of the Trust Scheme Resolution at the Trust Scheme Meeting.

MNACT Unitholders are reminded that upon the Trust Scheme becoming effective in accordance with its terms, it will be binding on all MNACT Unitholders, whether or not they were present by proxy or voted at the Trust Scheme Meeting, and, if they were present by proxy and voted at the Trust Scheme Meeting, whether or not they voted in favour of the Trust Scheme.

MNACT Unitholders should also be aware and note that there is no assurance that the trading volumes and market prices of the MNACT Units will be maintained at the current levels prevailing as at the Latest Practicable Date, whether or not the Trust Scheme becomes effective and binding. MNACT Unitholders should also be aware and note that there is currently no certainty that the Trust Scheme will become effective and binding.

MNACT Unitholders should read and consider carefully this Scheme Document in its entirety, and in particular the advice of the MNACT IFA set out in the MNACT IFA Letter as set out in Appendix A to this Scheme Document, before deciding whether or not to vote in favour of the Trust Scheme Resolution.

13.3 Additional Considerations for MNACT Unitholders

The MNACT Independent Directors advise MNACT Unitholders, in deciding whether or not to vote in favour of the Trust Scheme Resolution, to carefully consider the advice of the MNACT IFA and in particular, the various considerations highlighted by the MNACT IFA in the MNACT IFA Letter as set out in Appendix A to this Scheme Document.

MNACT Unitholders should note that the trading of the MNACT Units is subject to, *inter alia*, the performance and prospects of MNACT, prevailing economic conditions, economic outlook and stock market conditions and sentiments.

MNACT Unitholders should also note that trading in the MNACT Units is subject to possible market fluctuations and, accordingly, the advice given by the MNACT IFA in the MNACT IFA Letter on the Trust Scheme cannot and does not take into account the future trading activity or patterns or price levels that may be established for the MNACT Units as these are governed by factors beyond the ambit of the review by the MNACT IFA and would not fall within the terms of reference in connection with the Trust Scheme.

MNACT Unitholders should note that if the Trust Scheme Resolution is approved, MNACT Units may continue to trade on the SGX-ST for a period of time until after the Trust Scheme Court Order is obtained. As indicated in Paragraph 17.3, MNACT is expected to be delisted and removed from the Official List of the SGX-ST after the settlement of the Scheme Consideration. It is therefore expected that, subject to the approval of the SGX-ST, the MNACT Units will cease to be traded on the SGX-ST on or about 28 June 2022 at 5.00 p.m., being two Market Days before the expected Record Date on 30 June 2022 at 5.00 p.m. MNACT Unitholders should take note of future announcements by the MNACT Manager on when trading of MNACT Units will cease, the delisting of MNACT and the time table for settlement of the Scheme Consideration.

MNACT Unitholders should note that based on an issue price of S$2.0039 per MCT Unit (being the 1-day VWAP of MCT Units on the Last Trading Day), the Scheme Consideration is S$1.1949 and implies a gross exchange ratio of 0.5963x. For reference, the closing price of MCT Units on the Last Trading Day is S$2.0000.

The Scheme Issue Price of S$2.0039 per Consideration Unit may not be equivalent to the market price of, nor reflective of the fair value of, the Consideration Units as at the Effective Date and/or Scheme Settlement Date.

Each Consideration Unit may, depending on market conditions and sentiments, trade above or below the Scheme Issue Price of each Consideration Unit of S$2.0039.

Whether MNACT Unitholders elect the Cash-and-Scrip Consideration or Scrip-Only Consideration, there will not be any adjustment to the amount of the cash component of the Cash-and-Scrip Consideration or the number of the Consideration Units to be issued for each MNACT Unit to reflect any such price differential.

MNACT Unitholders should be aware that market, economic, financial, industry, monetary, regulatory and other conditions may change over a relatively short period of time. MNACT Unitholders may wish to take note of any announcements which may be released after the date of the MNACT IFA Letter. MNACT Unitholders should also refer to the MNACT 805 Auditor's Opinion as set out in Appendix H to this Scheme Document.

In giving the above recommendation, the MNACT Independent Directors have not had regard to the specific objectives, financial situation, tax position, tax status, risk profiles or particular needs and constraints and circumstances of any individual MNACT Unitholder.

As each MNACT Unitholder would have different investment objectives and profiles, the MNACT Independent Directors recommend that MNACT Unitholders who may require specific advice in relation to their investment portfolio should consult their stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

14. EXTRAORDINARY GENERAL MEETING

14.1 EGM

As mentioned in Paragraph 6 above, the EGM will be convened to seek the approval of MNACT Unitholders for the MNACT Trust Deed Amendments Resolution by way of an Extraordinary Resolution.

14.2 Convening of EGM

The EGM will be convened on Monday, 23 May 2022 at 2.30 p.m. and will be held by way of electronic means for the purpose of considering, and if thought fit, passing with or without modifications, the MNACT Trust Deed Amendments Resolution by way of an Extraordinary Resolution.

As the EGM will be held by way of electronic means, MNACT Unitholders will not be able to attend the EGM in person.

14.3 Raising Questions Prior to and at the EGM

Notwithstanding the virtual format of the EGM, in order to facilitate interaction with the Board and the management team of the MNACT Manager, MNACT Unitholders, CPFIS Investors and SRS Investors will have the opportunity to raise questions:

(a) by submitting text-based questions during the Live Webcast within a prescribed time limit, via the online chat box through the live audio-visual webcast platform, if attending the EGM, and

(b) through online submission of questions in advance of the EGM, as set out in the Notice of EGM in Appendix P.

14.4 Notice

The Notice of EGM is set out in Appendix P to this Scheme Document. You are requested to take note of the date and time of the EGM.

15. TRUST SCHEME MEETING

15.1 Trust Scheme Meeting

As mentioned in Paragraph 6 above, the Trust Scheme will require, *inter alia*, the following approvals:

(a) the approval of MNACT Unitholders by way of Extraordinary Resolution at the EGM for the MNACT Trust Deed Amendments Resolution; and

(b) the approval of a majority in number of MNACT Unitholders representing at least three-fourths (75%) in value of the MNACT Units held by MNACT Unitholders present and voting by proxy at the Trust Scheme Meeting for the Trust Scheme Resolution.

The Trust Scheme Resolution is contingent upon the approval of the MNACT Trust Deed Amendments Resolution at the EGM. In the event that the MNACT Trust Deed Amendments Resolution is not passed at the EGM, the MNACT Manager will not proceed with the Trust Scheme Meeting. This means that the Trust Scheme cannot be implemented by the MNACT Manager and the MCT Manager unless both the MNACT Trust Deed Amendments Resolution and the Trust Scheme Resolution are passed at the EGM and the Trust Scheme Meeting respectively.

For the avoidance of doubt, the MNACT Trust Deed Amendments Resolution is not conditional on the Trust Scheme Resolution being passed. In the event that the MNACT Trust Deed Amendments Resolution is approved at the EGM, the MNACT Trust Deed will be amended to reflect the MNACT Trust Deed Amendments, whether or not the Trust Scheme Resolution is passed.

In addition, the Trust Scheme will only come into effect if all the Conditions have been satisfied or, as the case may be, waived in accordance with the Implementation Agreement.

If the Trust Scheme, with or without modifications, becomes effective, it will be binding on all MNACT Unitholders, whether or not they were present by proxy or voted at the Trust Scheme Meeting, and, if they were present by proxy and voted at the Trust Scheme Meeting, whether or not they voted in favour of the Trust Scheme.

15.2 Convening of the Trust Scheme Meeting

Pursuant to an application by the MNACT Manager and MNACT Trustee made under Order 80 of the Rules of Court (Chapter 322, R 5 of Singapore), and the Trust Scheme Meeting Court Orders, the Court has ordered, amongst other things, that:

(a) the MNACT Manager and the MNACT Trustee be and are hereby granted liberty to convene the Trust Scheme Meeting within three months of the date of the Trust Scheme Meeting Court Orders, for the purpose of considering, and if thought fit, approving (with or without modification) the Trust Scheme;

(b) the Trust Scheme Meeting shall be convened in the manner set out in Appendix Q to this Scheme Document;

(c) in the event the Trust Scheme is approved by a majority in number of MNACT Unitholders present and voting either in person or by proxy at the Trust Scheme Meeting representing at least three-fourths (75%) in value of the MNACT Units held by such MNACT Unitholders, the MNACT Manager and the MNACT Trustee be and are hereby granted liberty to apply for the Court's approval of the Trust Scheme under Order 32 of the Rules of Court, with such modifications as are approved at the Trust Scheme Meeting (if any); and

(d) each of the MNACT Manager and the MNACT Trustee and any MNACT Unitholder be at liberty to apply for such further or other directions as may be necessary or desirable.

The Trust Scheme Meeting will be convened on Monday, 23 May 2022 at 3.00 p.m. (or as soon thereafter following the conclusion of the EGM, whichever is later) and will be held by way of electronic means for the purpose of considering, and if thought fit, approving (with or without modification) the Trust Scheme.

As the Trust Scheme Meeting will be held by way of electronic means, MNACT Unitholders will not be able to attend the Trust Scheme Meeting in person.

15.3 Raising Questions Prior to and at the Trust Scheme Meeting

Notwithstanding the virtual format of the Trust Scheme Meeting, in order to facilitate interaction with the Board and the management team of the MNACT Manager, MNACT Unitholders, CPFIS Investors and SRS Investors will have the opportunity to raise questions:

(a) by submitting text-based questions during the Live Webcast within a prescribed time limit, via the online chat box through the live audio-visual webcast platform, if attending the Trust Scheme Meeting; and

(b) through online submission of questions in advance of the Trust Scheme Meeting, as set out in the Notice of Trust Scheme Meeting in Appendix S.

15.4 Notice

The Notice of Trust Scheme Meeting is set out in Appendix S to this Scheme Document. You are requested to take note of the date and time of the Trust Scheme Meeting.

16. IMPLEMENTATION OF THE TRUST SCHEME

16.1 Application to Court for Sanction

If the requisite majority of MNACT Unitholders (as stated in Paragraphs 6.1(a) and (b) above) approve the MNACT Trust Deed Amendments Resolution at the EGM and the Trust Scheme Resolution at the Trust Scheme Meeting, an application will be made to the Court by the MNACT Manager for the Trust Scheme Court Order.

16.2 Election

(a) **Election Forms**

All Entitled MNACT Unitholders (other than Entitled Depository Agents) may elect to receive the Scrip-Only Consideration, the Cash-and-Scrip Consideration, or the Cash-Only Consideration in respect of all their MNACT Units, but not a combination of different forms of the Scheme Consideration.

The Election Forms will be despatched by the MCT Manager (or on its behalf) on the first day of the Election Period (which is expected to be 5 July 2022) to all Entitled MNACT Unitholders (other than Entitled Depository Agents), at their respective Singapore addresses shown in the records of CDP (in respect of Entitled MNACT Unitholders being Depositors) or the Register of MNACT Unitholders (in respect of Entitled MNACT Unitholders not being Depositors), as the case may be, at their own risk. Election Forms can also be collected at the Unit Registrar's office situated at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632 during the Election Period.

The Entitled MNACT Unitholders (other than Entitled Depository Agents) should complete, sign and return the Election Forms in accordance with the procedures set out below and the provisions and instructions printed on the Election Forms during the Election Period:

(i) Entitled MNACT Unitholders whose MNACT Units are not deposited with CDP:

(A) **Scrip-Only Consideration**

An Entitled MNACT Unitholder (not being a Depositor) who wishes to receive the **Scrip-Only Consideration** should deliver the completed and signed Election Form to the MCT Manager in the following manner:

(1) if submitted electronically, a clear, scanned, completed and signed copy in PDF format be submitted via email to the Unit Registrar at srs.teamd@boardroomlimited.com; or

(2) if submitted by post, be sent to the office of the Unit Registrar at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632,

in either case so as to arrive no later than the end of the Election Period.

(B) **Cash-and-Scrip Consideration**

An Entitled MNACT Unitholder (not being a Depositor) who wishes to receive the **Cash-and-Scrip Consideration** should deliver the completed and signed Election Form to the MCT Manager in the following manner:

(1) if submitted electronically, a clear, scanned, completed and signed copy in PDF format be submitted via email to the Unit Registrar at srs.teamd@boardroomlimited.com; or

(2) if submitted by post, be sent to the office of the Unit Registrar at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632,

in either case so as to arrive no later than the end of the Election Period.

(C) **Cash-Only Consideration**

If an Entitled MNACT Unitholder (not being a Depositor) wishes to receive the Scheme Consideration wholly in the form of the **Cash-Only Consideration** in respect of all of his/her/its MNACT Units, he/she/it does not need to complete and return the Election Form.

(ii) Entitled MNACT Unitholders whose MNACT Units are deposited with CDP (other than Entitled Depository Agents):

(A) **Scrip-Only Consideration**

An Entitled MNACT Unitholder (being a Depositor who is not a Depository Agent) who wishes to receive **the Scrip-Only Consideration** should submit his/her/its election:

(1) by post, at his/her/its own risk using the enclosed pre-addressed envelope to Mapletree Commercial Trust c/o The Central Depository (Pte) Limited, Robinson Road Post Office, P.O. Box 1984, Singapore 903934; or

(2) in electronic form, via the SGX-ST's Investor Portal at investors.sgx.com,

in either case, in accordance with the instructions therein, so as to arrive no later than the end of the Election Period.

(B) **Cash-and-Scrip Consideration**

An Entitled MNACT Unitholder (being a Depositor who is not a Depository Agent) who wishes to receive **the Cash-and-Scrip Consideration** should submit his/her/its election:

(1) by post, at his/her/its own risk using the enclosed pre-addressed envelope to Mapletree Commercial Trust c/o The Central Depository (Pte) Limited, Robinson Road Post Office, P.O. Box 1984, Singapore 903934; or

(2) in electronic form, via the SGX-ST's Investor Portal at investors.sgx.com,

in either case, in accordance with the instructions therein, so as to arrive no later than the end of the Election Period.

(C) **Cash-Only Consideration**

If an Entitled MNACT Unitholder (being a Depositor who is not a Depository Agent) wishes to receive the Scheme Consideration wholly in the form of **Cash-Only Consideration** in respect of all of his/her/its MNACT Units, he/she/it does not need to complete and return the Election Form.

(b) Entitled Depository Agents

Entitled Depository Agents may make elections on behalf of each sub-account holder who holds MNACT Units via Electronic Election. Electronic Elections must be submitted no later than the end of the Election Period. CDP has been authorised by the MCT Manager to receive Electronic Elections on its behalf. Electronic Elections submitted will be deemed irrevocable and subject to each of the terms and conditions contained in the Election Form for the Entitled MNACT Unitholders and this Scheme Document (including the Offeror's Letter) as if the Election Form for the Entitled MNACT Unitholders had been completed and delivered to CDP. By submitting their Electronic Election, each Entitled Depository Agent confirms and represents to the MCT Manager that in relation to each sub-account holder in respect of which such Entitled Depository Agent exercises the election:

(i) such election for and on behalf of each sub-account holder has been exercised in respect of all (and not some) of the MNACT Units held by the Entitled Depository Agent for such sub-account holder;

(ii) such sub-account holder has not elected to receive a combination of different forms of the Scheme Consideration in respect of the MNACT Units held by the Entitled Depository Agent on his/her/its behalf; and

(iii) such sub-account holder has confirmed to such Entitled Depository Agent that it has not elected to receive a combination of different forms of the Scheme Consideration in respect of, if applicable, all of his/her/its Directly-Held MNACT Units and the Indirectly-Held MNACT Units held on his/her/its behalf by any Entitled Depository Agent(s).

If the Entitled Depository Agents do not make any Electronic Election or submit any Election Form by the end of the Election Period, the Entitled Depository Agents will be deemed to have elected to receive the Cash-Only Consideration in respect of all of their sub-account holders' MNACT Units.

(c) Receipt

The Election Forms must be received by the end of the Election Period, which is expected to be 19 July 2022 at 5.30 p.m. No acknowledgement of receipt of any Election Form will be given by the MCT Manager, the Company, CDP or the Unit Registrar. Each Entitled MNACT Unitholder is permitted to submit only one Election

Form and any subsequent submission of any Election Forms will be disregarded and deemed as invalid. Each Entitled Depository Agent is permitted to submit only one election on behalf of each sub-account holder and any subsequent submission of any Election Forms or Electronic Elections (as the case may be) on behalf of such sub-account holder will be disregarded and deemed as invalid.

(d) Deemed Election

In the event that an Entitled MNACT Unitholder or a sub-account holder for each Entitled Depository Agent:

(i) fails to elect to receive a Scheme Consideration within the Election Period, whether due to an absence or failure of a valid election;

(ii) elects to receive the Scrip-Only Consideration, the Cash-and-Scrip Consideration or the Cash-Only Consideration in respect of some only and not all of its MNACT Units, and the MCT Manager is notified of the foregoing; and/or

(iii) holds both Directly-Held MNACT Units and Indirectly-Held MNACT Units through securities sub-account(s) with Depository Agent(s) and elects to receive and direct his/her/its Depository Agent(s) to elect to receive a different form of the Scheme Consideration in respect of all his/her/its Directly-Held MNACT Units and Indirectly-Held MNACT Units, respectively, and the MCT Manager is notified of such occurrence,

such Entitled MNACT Unitholder or such sub-account holder for each Entitled Depository Agent shall be deemed to have elected to receive the Cash-Only Consideration for all of its MNACT Units, and shall be entitled only to receive the Cash-Only Consideration for all of its MNACT Units as at the Record Date.

In addition, if the Unit Registrar or CDP (as the case may be) fails to receive, from an Entitled MNACT Unitholder or an Entitled Depository Agent an Election Form or Electronic Election, as the case may be, by the end of the Election Period or receives an Election Form or Electronic Election which does not comply with the instructions contained in the Election Form or Electronic Election or the terms and conditions contained in this Scheme Document, or which is not complete or is invalid in any other respect, that party shall be deemed to have elected to receive the Cash-Only Consideration in exchange for all his/her/its MNACT Units.

(e) Discretion

MCT, the MCT Manager and the MCT Trustee, each reserves the right to treat Election Forms as valid if received by or on behalf of either of them at any place or places determined by them otherwise than as stated in this Scheme Document or the Election Form, as the case may be, or if made otherwise than in accordance with the provisions of this Scheme Document or the Election Form. CDP and the Unit Registrar take no responsibility for any decision made by MCT, the MCT Manager and the MCT Trustee.

(f) Disclaimer

MCT, the MCT Manager, the MCT Trustee, CDP and the Unit Registrar will each be authorised and entitled, in its absolute discretion, to accept or reject any Election Form or Electronic Election which is not entirely in order or does not comply with this Scheme Document or the provisions and instructions printed on the Election Form or Electronic Election (as the case may be), or which is otherwise incomplete, incorrect, unsigned or

invalid in any respect. MCT, the MCT Manager, the MCT Trustee, MNACT, the MNACT Manager and the MNACT Trustee shall not be required to notify any Entitled MNACT Unitholder or Entitled Depository Agent if his/her/its Election Form or Electronic Election is not received or is not in compliance with the instructions contained in the Election Form or Electronic Election (as the case may be), or is otherwise incomplete or invalid in any other respect.

If you wish to receive the Scrip-Only Consideration or the Cash-and-Scrip Consideration, it is your responsibility to ensure that the Election Form or Electronic Election (as the case may be) is properly completed in all respects, signed and all required supporting documents, where applicable, are provided. Any decision to accept or reject any Election Form or Electronic Election will be final and binding and none of MCT, the MCT Manager, the MCT Trustee, MNACT, the MNACT Manager, the MNACT Trustee, CDP or the Unit Registrar accepts any responsibility or liability in relation to such decision, including the consequences thereof.

(g) Correspondences

All communications, certificates, notices, documents and remittances to be delivered or sent to you (or your designated agent or, in the case of joint Unitholders who have not designated any agent, to the one first named in the Register of MNACT Unitholders) will be sent by ordinary post to your respective mailing addresses as maintained with CDP or as they appear in the Register of MNACT Unitholders, as the case may be, at the risk of the person entitled hereto. The attention of Overseas Unitholders is also drawn to Paragraph 20 below and Paragraph 10 of the Offeror's Letter.

16.3 Procedure for Implementation

If the Court sanctions the Trust Scheme by granting the Trust Scheme Court Order, the MCT Manager and the MNACT Manager will (subject to the Conditions having been satisfied or, as the case may be, waived in accordance with the Implementation Agreement) take the necessary steps to render the Trust Scheme effective and binding, and the following will be implemented:

(a) the MNACT Manager will announce the Record Date as soon as practicable after the EGM and the Trust Scheme Meeting in order to determine the entitlements of each Entitled MNACT Unitholder to the Scheme Consideration;

(b) the MNACT Manager shall instruct CDP, for and on behalf of the MNACT Unitholders, to debit, not later than seven Business Days after the Effective Date, all of the MNACT Units standing to the credit of the Securities Accounts of such Entitled MNACT Unitholders and credit all of such MNACT Units to the Securities Account of the MCT Trustee; and

(c) the MCT Trustee and the MCT Manager shall, not later than seven Business Days after the Effective Date, and against the transfer of the MNACT Units set out in Paragraph 16.3(a) above, make payment of the Scheme Consideration to Entitled MNACT Unitholders in the manner set out in Paragraph 16.4 below.

16.4 The Scheme Consideration

(a) **The cash component of the Cash-and-Scrip Consideration and the Cash-Only Consideration**

The MCT Trustee shall, not later than seven Business Days after the Effective Date, and against the transfer of the MNACT Units set out in Paragraph 16.3(b) above make payment to each Entitled MNACT Unitholder who elects (or is deemed to elect) the Cash-and-Scrip Consideration or the Cash-Only Consideration by making payment of the cash component of the Cash-and-Scrip Consideration or the Cash-Only Consideration (as the case may be) as follows:

(i) **Entitled MNACT Unitholders whose MNACT Units are not deposited with CDP**

The MCT Trustee shall pay each Entitled MNACT Unitholder (not being a Depositor) by sending a cheque for the cash component of the Cash-and-Scrip Consideration or the Cash-Only Consideration (as the case may be) payable to and made out in favour of such Entitled MNACT Unitholder by ordinary post to his/her/its address as appearing in the Register of MNACT Unitholders as at 5.00 p.m. on the Record Date, at the sole risk of such Entitled MNACT Unitholder, or in the case of joint Entitled MNACT Unitholders, to the first named Entitled MNACT Unitholder by ordinary post to the address as appearing in the Register of MNACT Unitholders as at 5.00 p.m. on the Record Date, at the sole risk of such joint Entitled MNACT Unitholders.

(ii) **Entitled MNACT Unitholders whose MNACT Units are deposited with CDP**

The MCT Trustee shall pay each Entitled MNACT Unitholder (being a Depositor) by making payment of the cash component of the Cash-and-Scrip Consideration or the Cash-Only Consideration (as the case may be) payable to such Entitled MNACT Unitholder to CDP. CDP shall:

(A) in the case of an Entitled MNACT Unitholder who has registered for CDP's direct crediting service, credit the cash component of the Cash-and-Scrip Consideration or the Cash-Only Consideration (as the case may be) payable to such Entitled MNACT Unitholder, to the designated bank account of such Entitled MNACT Unitholder; and

(B) in the case of an Entitled MNACT Unitholder who has not registered for CDP's direct crediting service, credit the cash component of the Cash-and-Scrip Consideration or the Cash-Only Consideration (as the case may be) to such Entitled MNACT Unitholder's Cash Ledger and such cash component of the Cash-and-Scrip Consideration or the Cash-Only Consideration (as the case may be) shall be subject to the same terms and conditions as applicable to "*Cash Distributions*" under CDP's "*The Central Depository (Pte) Limited Operation of Securities Account with the Depository Terms and Conditions*" as amended, modified or supplemented from time to time, copies of which are available from CDP.

(b) **The Consideration Units**

The MCT Trustee shall, not later than seven Business Days after the Effective Date, and against the transfer of the MNACT Units set out in Paragraph 16.3(b) above:

(i) **Entitled MNACT Unitholders whose MNACT Units are not deposited with CDP**

deliver the confirmation notes for the relevant number of Consideration Units to each Entitled MNACT Unitholder (not being a Depositor) by sending to such Entitled MNACT Unitholder the same by ordinary post at his/her/its address as appearing in the Register of MNACT Unitholders as at 5.00 p.m. on the Record Date at the sole risk of such Entitled MNACT Unitholder, or in the case of joint Entitled MNACT Unitholders, to the first named Entitled MNACT Unitholder by ordinary post to the address as appearing in the Register of MNACT Unitholders as at 5.00 p.m. on the Record Date, at the sole risk of such joint Entitled MNACT Unitholders. Entitled MNACT Unitholders (not being Depositors) should note that they will not be able to trade in such Consideration Units on the SGX-ST unless they have a Securities Account and make appropriate arrangements for their respective entitlements to the Consideration Units to be credited into their Securities Account; and

(ii) **Entitled MNACT Unitholders whose MNACT Units are deposited with CDP**

deliver the confirmation notes for the relevant number of Consideration Units to each Entitled MNACT Unitholder (being a Depositor) who has elected to receive the Scrip-Only Consideration or the Cash-and-Scrip Consideration, by sending the same to CDP. CDP shall send to such Entitled MNACT Unitholder a statement showing the number of Consideration Units credited to his/her/its Securities Account, by ordinary post at his/her/its address (such address as appearing in the Depository Register on the date that such statement is generated) at the sole risk of such Entitled MNACT Unitholder, or in the case of joint Entitled MNACT Unitholders who have elected to receive the Scrip-Only Consideration or the Cash-and-Scrip Consideration, to the first named Entitled MNACT Unitholder by ordinary post at his/her/its address as appearing in the Depository Register on the date that such statement is generated, at the sole risk of such joint Entitled MNACT Unitholders.

All mandates or other instructions given by any Entitled MNACT Unitholder relating to the payment of distributions by MNACT or relating to notices, annual reports or other communications in force on the Relevant Date shall, unless and until specifically revoked in writing, be deemed on and from the Effective Date to be an effective mandate or, as the case may be, an effective instruction in respect of his/her/its corresponding holding of Consideration Units.

(c) **Rounding**

The aggregate cash component of the Cash-and-Scrip Consideration or the Cash-Only Consideration (as the case may be) to be paid to each Entitled MNACT Unitholder shall be rounded to the nearest S$0.01. The number of Consideration Units to be issued to each Entitled MNACT Unitholder pursuant to the Trust Scheme, based on the number of MNACT Units held by such Entitled MNACT Unitholder as at the Record Date, shall be rounded down to the nearest whole number, and fractional entitlements shall be disregarded.

(d) The despatch of payment of the cash component of the Cash-and-Scrip Consideration and the Cash-Only Consideration and delivery of confirmation notes in accordance with this Paragraph 16.4 shall be deemed as a good discharge to MCT, the MCT Manager, the MCT Trustee and CDP of the cash component of the Cash-and-Scrip Consideration and the Cash-Only Consideration and of the Consideration Units represented thereby. Entitled MNACT Unitholders should note that no further action is required in relation to the Scheme Consideration by any of MCT, the MCT Manager, the MCT Trustee, MNACT, the MNACT Manager, the MNACT Trustee and CDP upon the despatch of payment of the cash component of the Cash-and-Scrip Consideration and the Cash-Only Consideration and delivery of confirmation notes in accordance with this Paragraph 16.4.

(e) Following the Effective Date, each existing confirmation note representing a former holding of MNACT Units by Entitled MNACT Unitholders (not being Depositors) will cease to be evidence of title of the MNACT Units represented thereby. The Entitled MNACT Unitholders (not being depositors) shall forward their existing confirmation notes relating to their MNACT Units to the MNACT Manager at 10 Pasir Panjang Road, #13-01 Mapletree Business City, Singapore 117438 as soon as possible, but not later than seven Business Days after the Effective Date for cancellation.

17. CLOSURE OF BOOKS

17.1 Notice of Record Date

Subject to the MNACT Trust Deed Amendments Resolution and the Trust Scheme Resolution being passed and the sanction of the Trust Scheme by the Court, notice of the Record Date will be given in due course for the purposes of determining the entitlements of MNACT Unitholders to the Scheme Consideration under the Trust Scheme.

The Record Date is expected to be on 30 June 2022 at 5.00 p.m. The MNACT Manager will make a further announcement on the Record Date in due course.

17.2 Transfer of MNACT Units after Record Date

No transfer of the MNACT Units where the confirmation notes relating thereto are not deposited with CDP may be effected after the Record Date, unless such transfer is made pursuant to the Trust Scheme.

17.3 Trading in MNACT Units on the SGX-ST

The Trust Scheme is tentatively scheduled to become effective and binding on or about 8 August 2022 and accordingly (assuming the Trust Scheme becomes effective and binding on 8 August 2022), MNACT is expected to be delisted and removed from the Official List of the SGX-ST after the settlement of the Scheme Consideration. It is therefore expected that, subject to the approval of the SGX-ST, the MNACT Units will cease to be traded on the SGX-ST on or about 28 June 2022 at 5.00 p.m., being two Market Days before the expected Record Date on 30 June 2022 at 5.00 p.m.

18. SETTLEMENT AND REGISTRATION PROCEDURES

Subject to the Trust Scheme becoming effective, the following settlement and registration procedures will apply:

18.1 Entitled MNACT Unitholders whose MNACT Units are not deposited with CDP

(a) Entitlements of Entitled MNACT Unitholders (not being Depositors) under the Trust Scheme will be determined on the basis of the Entitled MNACT Unitholders (not being Depositors) and their holdings of MNACT Units appearing in the Register of MNACT Unitholders as at 5.00 p.m. on the Record Date. Entitled MNACT Unitholders (not being Depositors) who have not already done so are requested to take the necessary action to ensure that the MNACT Units owned by them are registered in their names with the Unit Registrar by 5.00 p.m. on the Record Date.

(b) Following the Effective Date, each existing confirmation note representing a former holding of MNACT Units by Entitled MNACT Unitholders (not being Depositors) will cease to be evidence of title of the MNACT Units represented thereby.

(c) Within seven Business Days of the Effective Date, the MCT Manager shall, based on the holdings of the Entitled MNACT Unitholders (not being Depositors) appearing in the Register of MNACT Unitholders as at 5.00 p.m. on the Record Date:

(i) despatch the confirmation notes representing the appropriate number of Consideration Units to each Entitled MNACT Unitholder (not being a Depositor) who (1) elects to receive the Scrip-Only Consideration or (2) elects to receive the Cash-and-Scrip Consideration, in the manner set out in Paragraph 16.4(b)(i) above;

(ii) make payment of S$0.1912 in cash for each MNACT Unit to the Entitled MNACT Unitholder (not being a Depositor) who elects to receive the Cash-and-Scrip Consideration, in the manner set out in Paragraph 16.4(a)(i) above; and

(iii) make payment of the Cash-Only Consideration of S$1.1949 for each MNACT Unit to the Entitled MNACT Unitholder (being a Depositor) who (1) elects to receive the Cash-Only Consideration, (2) does not make an election or (3) fails to make a valid election as to the type of Scheme Consideration he wishes to receive, in the manner set out in Paragraph 16.4(a)(i) above.

18.2 Entitled MNACT Unitholders whose MNACT Units are deposited with CDP

(a) Entitlements of Entitled MNACT Unitholders (being Depositors) under the Trust Scheme will be determined on the basis of the number of MNACT Units standing to the credit of their Securities Accounts at 5.00 p.m. on the Record Date. Entitled MNACT Unitholders (being Depositors) who have not already done so are requested to take the necessary actions to ensure that the MNACT Units owned by them are credited to their Securities Accounts by 5.00 p.m. on the Record Date.

(b) Following the Effective Date, CDP will debit all the MNACT Units standing to the credit of each relevant Securities Account of each Entitled MNACT Unitholder (being a Depositor) and credit all of such MNACT Units to the Securities Account of the MCT Trustee.

(c) Within seven Business Days of the Effective Date, CDP shall, based on the number of MNACT Units standing to the credit of the Securities Account of Entitled MNACT Unitholders (being Depositors) as at 5.00 p.m. on the Record Date:

(i) credit the appropriate number of Consideration Units to each relevant Securities Account of each Entitled MNACT Unitholder (being a Depositor) who (1) elects to receive the Scrip-Only Consideration or (2) elects to receive the Cash-and-Scrip Consideration, in the manner set out in Paragraph 16.4(b)(ii) above;

(ii) make payment of S$0.1912 in cash for each MNACT Unit to the Entitled MNACT Unitholder (being a Depositor) who elects to receive the Cash-and-Scrip Consideration, in the manner set out in Paragraph 16.4(a)(ii) above; and

(iii) make payment of the Cash-Only Consideration of S$1.1949 for each MNACT Unit to the Entitled MNACT Unitholder (being a Depositor) who (1) elects to receive the Cash-Only Consideration, (2) does not make an election or (3) fails to make a valid election as to the type of Scheme Consideration he wishes to receive, in the manner set out in Paragraph 16.4(a)(ii) above.

19. ODD LOTS TRADING ARRANGEMENT

19.1 Odd Lots Trading for up to 99 MCT Units

MNACT Unitholders should note that they may receive odd lots of new MCT Units as part of the consideration for their MNACT Units pursuant to the Trust Scheme. The MNACT Manager will facilitate the Odd Lots Trading Arrangement so that MNACT Unitholders who wish to round up or down their holdings to the nearest 100 MCT Units can do so.

The MNACT Manager has arranged with the following Brokers to facilitate Odd Lots Trades during the Applicable Period, being the period of one month commencing from the date of allotment and issuance of the Consideration Units:

(a) DBS Vickers;

(b) OCBC Securities; and

(c) Phillip Securities.

The term "**Odd Lots Trade**" shall mean (i) an aggregate of 99 or less MCT Units bought in a single day; and/or (ii) an aggregate of 99 or less MCT Units sold in a single day.

The brokerage fees (including any goods and services tax relating to such fees) in respect of Odd Lots Trades carried out via the Brokers during the Applicable Period will be borne by the MNACT Manager. As such, holders of MCT Units will **NOT** be charged any brokerage fees for Odd Lots Trades during the Applicable Period (the "**Odd Lots Trading Brokerage Fee Arrangement**").

By way of illustration:

(i) if a MNACT Unitholder received 198 MCT Units and wishes to buy 2 MCT Units to round up to 200 MCT Units, such holder of MCT Units will be entitled to the Odd Lots Trading Brokerage Fee Arrangement and may do so on the trading platforms of the Brokers. For avoidance of doubt, the buy order can be made in multiple tranches but should not exceed 99 MCT Units in a single day; and/or

(ii) if a MNACT Unitholder received 198 MCT Units and wishes to sell 98 MCT Units to round down to 100 MCT Units, such holder of MCT Units will be entitled to the Odd Lots Trading Brokerage Fee Arrangement and may do so on the trading platforms of the Brokers. For avoidance of doubt, the sell order can be made in multiple tranches but should not exceed 99 MCT Units in a single day.

MNACT Unitholders should note that notwithstanding the Odd Lots Trading Brokerage Fee Arrangement, holders of MCT Units will be required to continue to bear clearing fees and other regular trading fees imposed by the SGX-ST (including any goods and services tax relating to such fees), which shall be based on customary rates imposed from time to time.

19.2 Applicable Period for the Odd Lots Trading Brokerage Fee Arrangement

The Odd Lots Trading Brokerage Fee Arrangement shall be available for the Applicable Period, being the period of one month commencing from the date of allotment and issuance of the Consideration Units. Any changes to the Applicable Period will be announced by or on behalf of the MNACT Manager on the SGXNET.

After the Applicable Period, the Odd Lots Trading Brokerage Fee Arrangement will no longer be applicable to any trades of odd lots of MCT Units carried out via the Brokers.

19.3 Odd Lots Buy Side Facility

To further facilitate the trading of odd lots of MCT Units, the MNACT Manager has arranged with Phillip Securities to provide a buy-side facility for the Odd Lots Trading Arrangement during the Applicable Period, which will allow Phillip Securities to provide a buy order quote on the odd lots trading market to facilitate the selling of any odd lots in the odd lots trading market.

MNACT Unitholders should also note that the Odd Lots Trading Arrangement does not guarantee that odd lots of MCT Units will be traded at the same or similar prices at which the MCT Units in board lots will be traded.

19.4 Account with the Brokers

MNACT Unitholders who intend to carry out any Odd Lots Trades via the Brokers, or who intend to use the online trading platforms of the Brokers, should note that if they do not have an existing account with the relevant Broker, they must personally apply to open such an account with such Broker.

To open an account with DBS Vickers, MNACT Unitholders are requested to refer to the account opening instructions within the following link (www.dbs.com.sg/vickers/en/accounts/).

DBS Vickers Securities (Singapore) Pte Ltd
12 Marina Boulevard #10-01, DBS Asia Central @ Marina Bay Financial Centre Tower 3
Singapore 018982
Telephone: +65 6327 2288
Email: info-sg@dbsvonline.com
Website: www.dbsvickers.com

To open an account with OCBC Securities, MNACT Unitholders must personally apply to open such an account with OCBC Securities by obtaining, completing and signing the account opening forms of OCBC Securities and any other documentation as may be prescribed by OCBC Securities in its absolute discretion (the "**Relevant Forms**") and presenting the Relevant Forms in Person (by appointment only) or by post to OCBC Securities' address as set out below.

OCBC Securities Private Limited
18 Church Street, #01-00 OCBC Centre South
Singapore 049479
Telephone: 1800 338 8688 (toll-free within Singapore)/+65 6338 8688
Operating hours: Monday – Friday, 8.30 a.m. to 5.30 p.m. (except public holidays)
Email: cs@ocbcsec.com
Website: www.iocbc.com

To open a POEMS account with Phillip Securities, MNACT Unitholders are requested to personally apply to open the account with Phillip Securities through the following link (www.poems.com.sg/open-an-account) or make an appointment to visit any of the 15 Phillip Investor Centres islandwide (www.poems.com.sg/pic/#find-pic) for assistance.

Phillip Securities Pte Ltd
250 North Bridge Road, #06-00 Raffles City Tower
Singapore 179101
Customer service hotline: +65 6531 1555
Operating hours: Monday – Friday, 8.45 a.m. to 12.00 a.m. (except public holidays)
Email: talktophillip@phillip.com.sg
Website: www.poems.com.sg

MNACT Unitholders should note that the opening of an account with each Broker will be subject to the relevant Broker's criteria, procedures, approvals and timeline and each Broker retains at all times the absolute discretion to accept or reject any account opening application without furnishing any reason.

20. LOCAL AND OVERSEAS MNACT UNITHOLDERS

Overseas MNACT Unitholders who are in any doubt as to their positions should consult their own professional advisers in the relevant jurisdictions.

20.1 Overseas MNACT Unitholders

The applicability of the Merger and the Trust Scheme to Overseas MNACT Unitholders, whose addresses are outside Singapore, as shown on the Register of MNACT Unitholders, or as the case may be, in the records of CDP, may be affected by the laws of the relevant overseas jurisdictions. Accordingly, all Overseas MNACT Unitholders should inform themselves about, and observe, any applicable legal requirements in their own jurisdictions.

20.2 Copies of Scheme Document

Where there are potential restrictions on sending this Scheme Document and any related documents to any overseas jurisdiction, the MCT Manager and the MNACT Manager reserve the right not to send such documents to MNACT Unitholders in such overseas jurisdiction.

MNACT Unitholders (including Overseas MNACT Unitholders) may obtain copies of this Scheme Document and any related documents during normal business hours and up to the date of the EGM and the Trust Scheme Meeting from the Unit Registrar at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632. Alternatively, an Overseas MNACT Unitholders may write in to the Unit Registrar at the same address or email the Unit Registrar at srs.teamd@boardroomlimited.com to request for this Scheme Document and any related documents to be sent to an address in Singapore by ordinary post at his/her/its own risk no later than 2.30 p.m. on Monday, 16 May 2022.

For the avoidance of doubt, the Merger and the Trust Scheme are being proposed to all MNACT Unitholders (including Overseas MNACT Unitholders), including those to whom the Scheme Document will not be, or may not be, sent, provided that the Scheme Document (or the terms thereof) does not constitute an offer or a solicitation to any person in any jurisdiction in which such offer or solicitation is unlawful and the Merger and the Trust Scheme are not being proposed in any jurisdiction in which the introduction or implementation of the Merger and the Trust Scheme would not be in compliance with the laws of such jurisdiction.

20.3 Notice

The MNACT Manager and the MCT Manager each reserves the right to notify any matter, including the fact that the Merger and the Trust Scheme have been proposed, to any or all MNACT Unitholders (including Overseas MNACT Unitholders) by announcement to the SGX-ST or paid advertisement in a daily newspaper published and circulated in Singapore, in which case such notice shall be deemed to have been sufficiently given notwithstanding any failure by any MNACT Unitholder (including any Overseas MNACT Unitholder) to receive or see such announcement or advertisement. For the avoidance of doubt, for as long as MNACT remains listed on the SGX-ST, the MNACT Manager will continue to notify all MNACT Unitholders (including Overseas MNACT Unitholders) of any matter relating to the Merger and the Trust Scheme by announcement via the SGXNET.

Notwithstanding that such Overseas MNACT Unitholder may not receive the Notice of the EGM or the Notice of Trust Scheme Meeting, they shall be bound by the Trust Scheme if the Trust Scheme becomes effective.

20.4 Foreign Jurisdiction

It is the responsibility of any Overseas MNACT Unitholder who wishes to request for the Scheme Document and any related documents or participate in the Trust Scheme to satisfy himself/herself as to the full observance of the laws of the relevant jurisdiction in that connection, including the obtaining of any governmental or other consent which may be required, and compliance with all necessary formalities or legal requirements. In requesting for the Scheme Document and any related documents or participating in the Trust Scheme, the Overseas MNACT Unitholder represents and warrants to the MNACT Trustee, the MCT Trustee, the MNACT Manager and the MCT Manager that he/she is in full observance of the laws of the relevant jurisdiction in that connection, and that he/she is in full compliance with all necessary formalities or legal requirements.

20.5 Tax

MNACT Unitholders should consult their own tax advisers on the possible tax implications (if any) of the Merger and the Trust Scheme or any other transactions contemplated by this Scheme Document. Depending on the individual circumstances of each MNACT Unitholder, including his/her/its tax residence and the size of his/her/its holdings in MNACT, he/she/it may realise or be deemed under applicable tax laws, regulations and rules to realise a gain or loss arising from the Merger or the Trust Scheme or any other transactions contemplated by this Scheme Document which is taxable or, as the case may be, not permitted to be deductible in any applicable jurisdiction.

21. ACTION TO BE TAKEN BY MNACT UNITHOLDERS

21.1 Alternative Arrangements due to COVID-19

As a precautionary measure due to the constantly evolving COVID-19 situation in Singapore, MNACT Unitholders and persons (including CPFIS Investors and SRS Investors) who hold MNACT Units through Relevant Intermediaries will not be able to physically attend the EGM and Trust Scheme Meeting in person. Instead, alternative arrangements relating to attendance at the EGM and the Trust Scheme Meeting (pursuant to the Trust Scheme Meeting Court Orders) via electronic means (including arrangements by which the meeting can be electronically accessed via the Live Webcast), submission of questions prior to and/or at the EGM or Trust Scheme Meeting and voting by appointing the Chairman of the EGM and/or the Chairman of the Trust Scheme Meeting as proxy at the EGM and Trust Scheme Meeting (as the case may be), are set out below and in the Notice of EGM in Appendix P and Notice of Trust Scheme Meeting in Appendix S.

21.2 Virtual Information Session

The Virtual Information Session, which will be organised and hosted by SIAS, will be held for MNACT Unitholders and persons (including CPFIS Investors and SRS Investors) who hold MNACT Units through Relevant Intermediaries prior to the EGM and the Trust Scheme Meeting, at 6.00 p.m. on Monday, 9 May 2022 where the MNACT Manager will endeavour to address all substantial and relevant questions received by 12.00 p.m. on Sunday, 8 May 2022 (the "**Virtual Information Session Questions Deadline**") in relation to the Merger. MNACT Unitholders and persons (including CPFIS Investors and SRS Investors) who hold MNACT Units through Relevant Intermediaries will also be able to ask questions "live" by typing in and submitting text-based questions via an online platform which will be accessible by participants during the Virtual Information Session. In order to participate in the Virtual Information Session through the Live Webcast, MNACT Unitholders and persons (including CPFIS Investors and SRS Investors) who hold MNACT Units through Relevant Intermediaries must follow these steps:

(a) pre-register at www.sias.org.sg/mnact-vis no later than 12.00 p.m. on Sunday, 8 May 2022 (the "**Virtual Information Session Registration Deadline**"). Pre-registration for the Virtual Information Session is compulsory and any registration received after the Virtual Information Session Registration Deadline will not be accepted;

(b) submit an electronic copy of the latest proof of their unitholdings in MNACT for verification purposes when they pre-register, failing which they will not be provided with the login details for the live audio-visual webcast or the live audio-only stream of the Virtual Information Session;

(c) a MNACT Unitholder who is a corporation may appoint one representative by submitting an authorisation letter (on the corporation's letterhead) authorising its named representative to attend the Virtual Information Session on its behalf and indicate the details as required during the pre-registration process for the Virtual Information Session. A MNACT Unitholder who is a corporation is also required to submit an electronic copy of its latest proof of its MNACT unitholdings for verification purposes when it pre-registers for the Virtual Information Session, failing which, it will not be provided with the login details for the live audio-visual webcast or the live audio-only stream for the Virtual Information Session;

(d) following verification, an email containing login details and instructions on how to access the live audio-visual webcast or the live audio-only stream for the Virtual Information Session will be sent to authenticated MNACT Unitholders and persons (including CPFIS Investors and SRS Investors) who hold MNACT Units through Relevant Intermediaries by 12.00 p.m. on Monday, 9 May 2022;

(e) MNACT Unitholders and persons (including CPFIS Investors and SRS Investors) who hold MNACT Units through Relevant Intermediaries who do not receive any email by 12.00 p.m. on Monday, 9 May 2022, but have registered by the Virtual Information Session Registration Deadline should contact SIAS, at (65) 6227 2683 during office hours or email to admin@sias.org.sg; and

(f) each set of login details will only allow one person to access the live audio-visual webcast or the live audio-only stream for the Virtual Information Session. Multiple logins using the same set of login details are not allowed. MNACT Unitholders and persons (including CPFIS Investors and SRS Investors) who hold MNACT Units through Relevant Intermediaries are not permitted to appoint a proxy to join the live audio-visual webcast or the live audio-only stream for the Virtual Information Session on their behalf.

The MNACT Manager will provide a link to MNACT Unitholders to access the recording of the Virtual Information Session on MNACT's website at www.mapletreenorthasiacommercialtrust.com and on SGXNET at www.sgx.com/securities/company-announcements, by 2.30 p.m. on Tuesday, 17 May 2022.

21.3 Information Relating to MNACT Unitholders

(a) A MNACT Unitholder who has MNACT Units entered against his/her/its name in (i) the Register of MNACT Unitholders; or (b) the Depository Register as at the cut-off time being 72 hours prior to the time of the EGM and the time of the Trust Scheme Meeting, as the case may be (being the time at which the name of the MNACT Unitholder must appear in the Register of MNACT Unitholders or the Depository Register, in order for him/her/it to be considered to have MNACT Units entered against his/her/its name in the said registers), shall be entitled to attend (via electronic means), and vote by proxy at the EGM and the Trust Scheme Meeting respectively.

(b) MNACT Unitholders will be able to observe and/or listen to the EGM and Trust Scheme Meeting proceedings through the Live Webcast via their mobile phones, tablets or computers. In order to do so, MNACT Unitholders must pre-register at MNACT's pre-registration website at go.lumiengage.com/mnactegmsm2022 from 29 April 2022 to 20 May 2022, 2.30 p.m. to enable the MNACT Manager to verify their status as MNACT Unitholders.

(c) MNACT Unitholders may participate in the EGM and the Trust Scheme Meeting by submitting text-based questions at the EGM or the Trust Scheme Meeting during the Live Webcast within a prescribed time limit, via the online chat box through the live audio-visual webcast platform.

(d) While MNACT Unitholders will be able to raise questions live at the EGM and the Trust Scheme Meeting, MNACT Unitholders are encouraged to raise their questions (if any) as early as possible in advance of the EGM and the Trust Scheme Meeting by Saturday, 14 May 2022, 2.30 p.m. (the "**EGM and Trust Scheme Meeting Questions Deadline**") in order for the MNACT Manager to be able to respond to all substantial and relevant questions by 2.30 p.m. (in the case of the EGM) and 3.00 p.m. (in the case of the Trust Scheme Meeting) on Tuesday, 17 May 2022, being at least 72 hours before the deadline for MNACT Unitholders to deposit their proxy forms to vote at the EGM and the Trust Scheme Meeting, respectively. For the purposes of the Virtual Information Session, MNACT Unitholders are required to submit their questions by the Virtual Information Session Questions Deadline in order for the MNACT Manager to be able to respond to all substantial and relevant questions at the Virtual Information Session (please see Paragraph 21.2 above for details on the Virtual Information Session). All MNACT Unitholders may submit all substantial and relevant questions related to the resolutions to be tabled for approval at the EGM and/or the Trust Scheme Meeting to the MNACT Manager in the following manner:

(i) by post to the office of the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632;

(ii) via the pre-registration website at go.lumiengage.com/mnactegmsm2022; or

(iii) via email to the MNACT Manager, at enquiries_mnact@mapletree.com.sg.

(e) MNACT Unitholders will also be able to submit substantial and relevant questions related to the resolutions to be tabled for approval at the EGM and/or the Trust Scheme Meeting during the Virtual Information Session by typing in and submitting their text-based questions via an online platform which will be accessible by participants during the Virtual Information Session. Please see Paragraph 21.2 above for more details on the Virtual Information Session.

The MNACT Manager will endeavour to address all substantial and relevant questions:

(i) received by the Virtual Information Session Questions Deadline during the Virtual Information Session and will also provide a link for MNACT Unitholders to access a recording of the Virtual Information Session, via an announcement on MNACT's website at www.mapletreenorthasiacommercialtrust.com and on SGXNET at www.sgx.com/securities/company-announcements, by 2.30 p.m. on Tuesday, 17 May 2022; and

(ii) received after the Virtual Information Session Questions Deadline, by 2.30 p.m. (in the case of the EGM) and 3.00 p.m. (in the case of the Trust Scheme Meeting) on Tuesday, 17 May 2022, being at least 72 hours before the deadline for MNACT Unitholders to deposit their proxy forms to vote at the EGM and the Trust Scheme Meeting respectively, via an announcement on MNACT's website at www.mapletreenorthasiacommercialtrust.com and on SGXNET at www.sgx.com/securities/company-announcements.

(f) In view of the COVID-19 situation, all MNACT Unitholders who wish to exercise their vote are requested to complete Proxy Form A (EGM) and/or Proxy Form B (Trust Scheme Meeting) in accordance with the instructions printed thereon and submit them to the MNACT Manager c/o Boardroom Corporate & Advisory Services Pte. Ltd., in the following manner:

(i) if submitted by post, be lodged at the office of the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or

(ii) if submitted electronically, be submitted via email to srs.teamd@boardroomlimited.com,

in either case, not less than 72 hours before the time appointed for the EGM and/or the Trust Scheme Meeting.

(g) All MNACT Unitholders who wish to exercise their vote must appoint the Chairman of the EGM or the Chairman of the Trust Scheme Meeting (as the case may be) as proxy to vote on their behalf. In appointing the Chairman of the EGM or the Chairman of the Trust Scheme Meeting (as the case may be) as proxy, a MNACT Unitholder must give specific instructions in the respective proxy forms as to the manner in which his/her/its vote is to be cast for the MNACT Trust Deed Amendments Resolution or the Trust Scheme Resolution (as the case may be), failing which the appointment of the Chairman of the EGM or the Chairman of the Trust Scheme Meeting (as the case may be) as proxy for the MNACT Trust Deed Amendments Resolution or the Trust Scheme Resolution (as the case may be) will be treated as invalid.

(h) In relation to the Trust Scheme Meeting, a MNACT Unitholder (other than a Relevant Intermediary) may only cast all the votes he/she/it uses at the Trust Scheme Meeting in one way. A MNACT Unitholder who is a Relevant Intermediary need not cast all the votes it uses in the same way provided that each vote is exercised in relation to a different MNACT Unit.

21.4 Information Relating to Persons who hold MNACT Units through Relevant Intermediaries

(a) A person (including a CPFIS Investor and SRS Investor) who holds MNACT Units through a Relevant Intermediary shall be entitled to attend (via electronic means) the EGM and/or the Trust Scheme Meeting and submit questions in advance and no later than 2.30 p.m. on Saturday, 14 May 2022.

(b) Persons (including CPFIS Investors and SRS Investors) who hold MNACT Units through Relevant Intermediaries will be able to observe and/or listen to the EGM and the Trust Scheme Meeting proceedings through the Live Webcast via their mobile phones, tablets or computers. In order to do so, such persons must pre-register at MNACT's pre-registration website at go.lumiengage.com/mnactegmsm2022 from 29 April 2022 to 20 May 2022, 2.30 p.m. to enable the MNACT Manager to verify their status as persons (including CPFIS Investors and SRS Investors) who hold MNACT Units through Relevant Intermediaries.

(c) Persons (including CPFIS Investors and SRS Investors) may participate in the EGM and the Trust Scheme Meeting by submitting text-based questions at the EGM or the Trust Scheme Meeting during the Live Webcast within a prescribed time limit, via the online chat box through the live audio-visual webcast platform.

(d) While persons (including CPFIS Investors and SRS Investors) who hold MNACT Units through Relevant Intermediaries will be able to raise questions live at the EGM and the Trust Scheme Meeting, they are required to raise their questions (if any) as early as possible by Saturday, 14 May 2022, 2.30 p.m., being the EGM and Trust Scheme Meeting Questions Deadline, in order for the MNACT Manager to be able to respond to all substantial and relevant questions by 2.30 p.m. (in the case of the EGM) and 3.00 p.m. (in the case of the Trust Scheme Meeting) on Tuesday, 17 May 2022, being at least 72 hours before the deadline for MNACT Unitholders to deposit their proxy forms to vote at the EGM and the Trust Scheme Meeting, respectively. For the purposes of the Virtual Information Session, persons (including CPFIS Investors and SRS Investors) who hold MNACT Units through Relevant Intermediaries are required to submit their questions by the Virtual Information Session Questions Deadline, in order for the MNACT Manager to be able to respond to all substantial and relevant questions at the Virtual Information Session (please see Paragraph 21.2 above for details on the Virtual Information Session). All persons (including CPFIS Investors and SRS Investors) who hold MNACT Units through Relevant Intermediaries may submit questions related to the resolutions to be tabled for approval at the EGM and/or the Trust Scheme Meeting to the MNACT Manager in the following manner:

(i) by post to the office of the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632;

(ii) via the pre-registration website at go.lumiengage.com/mnactegmsm2022; or

(iii) via email to the MNACT Manager, at enquiries_mnact@mapletree.com.sg.

(e) Persons (including CPFIS Investors and SRS Investors) who hold MNACT Units through Relevant Intermediaries will also be able to submit questions related to the resolutions to be tabled for approval at the EGM and/or the Trust Scheme Meeting during the Virtual Information Session, by typing in and submitting their questions via an online platform which will be accessible by participants during the Virtual Information Session. Please see Paragraph 21.2 above for more details on the Virtual Information Session.

The MNACT Manager will endeavour to address all substantial and relevant questions:

(i) received by the Virtual Information Session Questions Deadline during the Virtual Information Session and will also provide a link for MNACT Unitholders to access a recording of the Virtual Information Session, via an announcement on MNACT's website at www.mapletreenorthasiacommercialtrust.com and on SGXNET at www.sgx.com/securities/company-announcements, by 2.30 p.m. on Tuesday, 17 May 2022; and

(ii) received after the Virtual Information Session Questions Deadline, by 2.30 p.m. (in the case of the EGM) and 3.00 p.m. (in the case of the Trust Scheme Meeting) on Tuesday, 17 May 2022, being at least 72 hours before the deadline for MNACT Unitholders to deposit their proxy forms to vote at the EGM and the Trust Scheme Meeting respectively, via an announcement on MNACT's website at www.mapletreenorthasiacommercialtrust.com and on SGXNET at www.sgx.com/securities/company-announcements.

(f) Persons (including CPFIS Investors and SRS Investors) who hold MNACT Units through Relevant Intermediaries who wish to vote at the EGM and/or the Trust Scheme Meeting should not use the Proxy Form A (EGM) and/or Proxy Form B (Trust Scheme Meeting) and should instead approach their respective Relevant Intermediaries as soon as possible to specify voting instructions.

CPFIS Investors and SRS Investors who wish to vote at the EGM and/or the Trust Scheme Meeting should approach their respective CPF Agent Banks or SRS Agent Banks as soon as possible by 2.30 p.m. (in the case of the EGM) and 3.00 p.m. (in the case of the Trust Scheme Meeting) on Tuesday, 10 May 2022, being seven (7) Business Days before the date of the EGM and the Trust Scheme Meeting (as the case may be).

A MNACT Unitholder (including a Relevant Intermediary) is entitled to attend and vote at the Trust Scheme Meeting is, unless the Court orders otherwise, entitled to appoint only ONE proxy to vote at the Trust Scheme Meeting and may only cast all the votes he/she/it uses at the Trust Scheme Meeting in the manner as set out in Appendix Q to this Scheme Document. Accordingly, if you hold MNACT Units through a Relevant Intermediary but do not want to be subject to the prescribed manner of voting as set out in Appendix Q to this Scheme Document, you should deposit your MNACT Units with CDP instead.

22. INFORMATION RELATING TO CPFIS INVESTORS AND SRS INVESTORS

CPFIS Investors and SRS Investors should refer to the Notice of EGM in Appendix P and the Notice of Trust Scheme Meeting in Appendix S for further information, including the steps to be taken by CPFIS Investors and SRS Investors to participate in the EGM and the Trust Scheme Meeting.

CPFIS Investors and SRS Investors who wish to participate in the EGM and/or the Trust Scheme Meeting are advised to consult their respective CPF Agent Banks and SRS Agent Banks for further information and if they are in any doubt as to the action they should take, CPFIS Investors and SRS Investors should seek independent professional advice.

23. VOTING ON THE MNACT TRUST DEED AMENDMENTS RESOLUTION AND THE TRUST SCHEME RESOLUTION

23.1 MNACT Trust Deed Amendments Resolution

The MNACT Directors who legally and/or beneficially own MNACT Units as at the Latest Practicable Date, as set out in Paragraph 5.5 of Appendix C to this Scheme Document, being Mr. Paul Ma Kah Woh, Ms. Chiang Sui Fook Lilian, Mr. Kevin Kwok, Mr. Lok Vi Ming, Mr. Michael Kok Pak Kuan, Mr. Chua Tiow Chye, Ms. Wendy Koh Mui Ai and Ms. Cindy Chow Pei Pei have informed the MNACT Manager that they will **VOTE IN FAVOUR** of the MNACT Trust Deed Amendments Resolution at the EGM.

23.2 Trust Scheme Resolution

In accordance with the SIC's rulings as set out in Paragraph 6.2, the MCT Trustee, the MCT Manager and parties acting in concert with the MCT Manager in connection with the Merger (including, as at the Latest Practicable Date, the Conflicted Directors and the list of persons set out in Paragraph 1.1 of Schedule G to the Offeror's Letter) as well as the Common Substantial Unitholders will abstain from voting on the Trust Scheme Resolution at the Trust Scheme Meeting. In addition, the MNACT Manager will abstain from voting on the Trust Scheme Resolution at the Trust Scheme Meeting pursuant to Rule 748(5) of the Listing Manual.

As stated above, the Conflicted Directors are required to abstain from voting on the Trust Scheme Resolution at the Trust Scheme Meeting. The nature of the conflict in respect of such Conflicted Directors is further elaborated on in Paragraph 13.1(a). As at the Latest Practicable Date, the number of MNACT Units legally and/or beneficially owned by the Conflicted Directors are as set out in Paragraph 5.5 of Appendix C to this Scheme Document.

Accordingly, had the alternative arrangements for the Trust Scheme Meeting (please refer to Paragraphs 15.2 to 15.4 for more details) not applied, each of the parties named above would have had to decline to accept appointment as proxy to attend and vote at the Trust Scheme Meeting in respect of the Trust Scheme Resolution unless the MNACT Unitholder concerned has given specific instructions in his/her/its Proxy Form B (Trust Scheme Meeting) as to the manner in which his/her/its votes are to be cast.

All of the MNACT Independent Directors who legally and/or beneficially own MNACT Units as at the Latest Practicable Date, as set out in Paragraph 5.5 of Appendix C to this Scheme Document, have informed the MNACT Manager that they will **VOTE IN FAVOUR** of the Trust Scheme Resolution at the Trust Scheme Meeting.

24. CONSENTS

24.1 General

The Hongkong and Shanghai Banking Corporation Limited, Singapore Branch, the Unit Registrar, the MNACT Valuers, the Brokers, Allen & Overy LLP and Rajah & Tann Singapore LLP, have each given and have not withdrawn their respective written consents to the issue of this Scheme Document with the inclusion herein of their names and all the references to their names in the form and context in which they, respectively, appear in this Scheme Document.

24.2 MNACT IFA

The MNACT IFA has given and has not withdrawn its written consent to the issue of this Scheme Document with the inclusion herein of its name, the MNACT IFA Letter set out in Appendix A to this Scheme Document, the review report on the MNACT 2H FY21/22 Unaudited Financial Statements and the MNACT FY21/22 Unaudited Financial Statements set out in Appendix G to this Scheme Document and all references to its name in the form and context in which it appears in this Scheme Document.

24.3 MNACT Auditor

The MNACT Auditor has given and have not withdrawn their written consent to the issue of this Scheme Document with the inclusion herein of their name, the review report on the condensed interim consolidated financial statements of the MNACT Group for 2H FY21/22 and FY21/22 set out in Appendix G to this Scheme Document and all references to their name in the form and context in which they appear in this Scheme Document.

24.4 MNACT 805 Auditor

The MNACT 805 Auditor has given and has not withdrawn their written consent to the issue of this Scheme Document with the inclusion herein of their name and the MNACT 805 Auditor's Opinion set out in Appendix H to this Scheme Document, and all references to their name in the form and context in which they appear in this Scheme Document.

24.5 Independent Market Research Report

Colliers International (Hong Kong) Limited has given and has not withdrawn its written consent to the issue of this Scheme Document with the inclusion herein of its name and the independent market research report on the office and retail markets in Singapore, China, Hong Kong SAR, Japan and South Korea set out in Appendix M to this Scheme Document, and all references to its name in the form and context in which it appears in this Scheme Document.

24.6 MNACT Valuers

Each of the MNACT Valuers has given and has not withdrawn its written consent to the issue of this Scheme Document with the inclusion herein of its name, the MNACT Valuation Certificates set out in Appendix I to this Scheme Document and all references to its name and its MNACT Valuation Certificates in the form and context in which they appear in this Scheme Document.

25. RESPONSIBILITY STATEMENT

The MNACT Directors collectively and individually accept full responsibility for the accuracy of the information given in this Scheme Document (other than the information in Appendix A, Appendix B, Appendix H, Appendix I and Appendix M as well as Part 2 of Appendix N to this Scheme Document, and any information relating to or opinions expressed by MCT and/or the MCT Manager, the MNACT 805 Auditor, the MNACT IFA, the MNACT Auditor and/or the MNACT Valuers) and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Scheme Document constitutes full and true disclosure of all material facts about the Merger, the Trust Scheme, the MNACT Group Entities, and the MNACT Manager, and the MNACT Directors are not aware of any facts the omission of which would make any statement in this Scheme Document misleading.

Where any information in this Scheme Document has been extracted or reproduced from published or otherwise publicly available sources or obtained from a named source (including MCT and/or the MCT Manager, the MNACT 805 Auditor, the MNACT IFA, the MNACT Auditor and/or the MNACT Valuers), the sole responsibility of the MNACT Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Scheme Document in its proper form and context.

In respect of the MNACT IFA Letter and the MNACT 805 Auditor's Opinion, the sole responsibility of the MNACT Directors has been to ensure that the facts stated with respect to the MNACT Group Entities are fair and accurate.

26. GENERAL INFORMATION

Your attention is drawn to the further relevant information in the Appendices to this Scheme Document.

27. MNACT UNITHOLDERS' HELPLINE

If you have any questions, please contact us using the MNACT Unitholders' helpline set out below during normal business hours or email us at enquiries_mnact@mapletree.com.sg.

Telephone (Investor Relations): +65 6807 4211

Telephone (The Hongkong and Shanghai Banking Corporation Limited, Singapore Branch): +65 9784 9209

Yours faithfully
By Order of the Board of Directors

MAPLETREE NORTH ASIA COMMERCIAL TRUST MANAGEMENT LTD.
(Company Registration No. 201229323R)
as Manager of MAPLETREE NORTH ASIA COMMERCIAL TRUST

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APPENDIX A – LETTER FROM THE MNACT IFA

INDEPENDENT FINANCIAL ADVISER'S LETTER

DELOITTE & TOUCHE CORPORATE FINANCE PTE LTD
(Incorporated in the Republic of Singapore)
Company Registration Number: 200200144N

PRIVATE & CONFIDENTIAL

29 April 2022

The Independent Directors
Mapletree North Asia Commercial Trust Management Ltd.
(as manager of Mapletree North Asia Commercial Trust ("**MNACT**"), the "**MNACT Manager**"))
10 Pasir Panjang Road #13-01
Mapletree Business City
Singapore 117438

DBS Trustee Limited
(as trustee of MNACT (the "**MNACT Trustee**"))
12 Marina Boulevard
Level 44
DBS Asia Central @ Marina Bay
Financial Centre Tower 3
Singapore 018982

Dear Sir/ Madam

INDEPENDENT FINANCIAL ADVISER'S LETTER IN RELATION TO THE PROPOSED MERGER OF MAPLETREE COMMERCIAL TRUST AND MAPLETREE NORTH ASIA COMMERCIAL TRUST BY WAY OF A TRUST SCHEME OF ARRANGEMENT

*For the purpose of this Letter, capitalised terms not otherwise defined shall have the meaning given to them in the scheme document of Mapletree North Asia Commercial Trust dated 29 April 2022 (the "**Scheme Document**") in relation to the above matters.*

1. INTRODUCTION

1.1. Overview of the Merger and the Trust Scheme

On 31 December 2021, the Joint Announcement[1] regarding the Merger, which shall be effected through the acquisition by MCT of all the MNACT Units by way of a trust scheme of arrangement, was released.

On 28 January 2022, the Initial Whitewash Announcement[1] regarding the Initial Whitewash Waiver and the entry into the Supplemental Implementation Agreement was released.

[1] Copies of the Joint Announcement, the Initial Whitewash Announcement and the Revision Joint Announcement are available on MNACT's website at https://www.mapletreenorthasiacommercialtrust.com and SGXNET at www.sgx.com/securities/company-announcements.

On 21 March 2022, the Revision Joint Announcement[1] regarding the provision of the Cash-Only Consideration (an alternative option for MNACT Unitholders to receive the Scheme Consideration and also the default form of the Scheme Consideration), the Whitewash Waiver, the Preferential Offering (to fund the Cash-Only Consideration option) and the extension of the Long-Stop Date was released.

The Whitewash Waiver relates to the waiver of the obligation of the MIPL and parties acting in concert with it to make a mandatory general offer for MCT under Rule 14 of the Code should the obligation to do so arise as a result of them acquiring MCT Units which carry more than 1.0% of the voting rights in MCT following (i) the Merger via the Trust Scheme and (ii) the Preferential Offering.

1.2. Overview of the Scheme Consideration and the Rationale of the Merger

Upon the Trust Scheme becoming effective, all Entitled MNACT Unitholders will be entitled to receive for each MNACT Unit held by them as at 5.00 p.m. on the Record Date, the following consideration (the "**Scheme Consideration**"), at their election:

(a) **Scrip-Only Consideration**: 0.5963 Consideration Units at the Scheme Issue Price of S$2.0039; **or**

(b) **Cash-and-Scrip Consideration**: S$0.1912 in cash and 0.5009 Consideration Units at the Scheme Issue Price of S$2.0039; **or**

(c) **Cash-Only Consideration**: S$1.1949 in cash,

in accordance with the terms of the Implementation Agreement. The Cash-Only Consideration will be the default form of the Scheme Consideration.

The Scheme Issue Price of S$2.0039 per Consideration Unit may not be equivalent to the market price of, nor reflective of the fair value of, the Consideration Units as at the Effective Date and/or Scheme Settlement Date. Each Consideration Unit may, depending on market conditions and sentiments, trade above or below the Scheme Issue Price of each Consideration Unit of S$2.0039.

MNACT Unitholders should note that certain events, e.g. the COVID-19 pandemic (which has been ongoing for the past 2 years and is still constantly evolving) and the Russia-Ukraine conflict, may impact market conditions and sentiments and thereby the trading price of the Consideration Units.

The MNACT Manager and the MCT Manager believe that the Merger will be transformative, and upon completion, will create a flagship commercial REIT in Asia with stability and scale across key Asian gateway markets. The Merger is beneficial from strategic, operational and financial perspectives and the Merged Entity will be well positioned to navigate the changing macro environment and capitalise on an expected recovery from COVID-19.

1.3. Summary of Approvals Sought

(a) **MNACT Trust Deed Amendments Resolution**

The MNACT Manager is convening the EGM to seek approval of MNACT Unitholders by way of an Extraordinary Resolution (i.e. a resolution passed by MNACT Unitholders consisting of not less than 75% of the total number of votes held by MNACT Unitholders present and voting by proxy) for the MNACT Trust Deed Amendments Resolution to effect the MNACT Trust Deed Amendments to facilitate the implementation of the Trust Scheme.

Please refer to Paragraph 5 of the Letter to MNACT Unitholders for further details on the MNACT Trust Deed Amendments.

(b) **Trust Scheme Resolution**

In addition, the MNACT Manager is convening the Trust Scheme Meeting to seek the approval of a majority in number of MNACT Unitholders representing at least three-fourths (75%) in value of the MNACT Units held by MNACT Unitholders present and voting by proxy at the Trust Scheme Meeting for the Trust Scheme Resolution.

The Trust Scheme Resolution is contingent upon the approval of the MNACT Trust Deed Amendments Resolution at the EGM. In the event that the MNACT Trust Deed Amendments Resolution is not passed at the EGM, the MNACT Manager will not proceed with the convening of the Trust Scheme Meeting. This means that the Trust Scheme cannot be implemented by the MNACT Manager and the MCT Manager unless both the MNACT Trust Deed Amendments Resolution and the Trust Scheme Resolution are passed at the EGM and the Trust Scheme Meeting, respectively.

In addition, the Trust Scheme will only come into effect if all the Conditions set out in Paragraph 4.3 of the Letter to MNACT Unitholders have been satisfied or, as the case may be, waived in accordance with the Implementation Agreement.

1.4. Appointment of Independent Financial Adviser ("IFA")

Deloitte & Touche Corporate Finance Pte Ltd ("**Deloitte**") has been appointed as the IFA pursuant to Listing Rule 1309(2) of the SGX-ST Listing Manual as well as under the Code to advise the MNACT Independent Directors and the MNACT Trustee as to whether the financial terms of the Trust Scheme are fair and reasonable and as to whether the MNACT Independent Directors should recommend to MNACT Unitholders to vote in favour of or against the Trust Scheme Resolution.

This Letter sets out our assessment of the financial terms of the Trust Scheme and our recommendation to the MNACT Independent Directors and the MNACT Trustee. It will form part of the Scheme Document which will contain the recommendations of the MNACT Independent Directors on the actions to be taken by the MNACT Unitholders.

2. TERMS OF REFERENCE

We have confined our evaluation and assessment to the financial terms of the Trust Scheme and have not taken into account the commercial risks or commercial merits of the Trust Scheme.

We have not been requested and we do not express any advice or give any opinion on the merits of the Trust Scheme relative to any other alternative. We were not involved in the negotiations pertaining to the Trust Scheme nor were we involved in the deliberations leading up to the decision to put forth the Trust Scheme for the approval of the MNACT Unitholders.

The scope of our appointment does not require us to express and we do not express any view on the future growth prospects, financial position or earnings potential of MNACT, although we may draw upon the views of MNACT Directors or make such comments in respect thereof (to the extent deemed necessary or appropriate by us) in arriving at our opinion. The opinion set forth herein is based solely on publicly available information as well as information provided by the MNACT Directors. This Letter therefore does not reflect any projections on the future financial performance of MNACT.

We have not been requested or authorised to solicit and we have not solicited any indications of interest from any third party with respect to the MNACT Units. In that regard, we have not addressed the relative merits of the Trust Scheme in comparison with any alternative transaction that MNACT may consider in the future. Therefore, we do not express any views in these areas in arriving at our recommendations.

In formulating our opinion and recommendation, we have held discussions with the MNACT Independent Directors and the management of the MNACT Manager and have relied to a considerable extent on the information set out in the Scheme Document, other public information collated by us and the information, representations, opinions, facts and statements provided to us whether written or verbal by the MNACT Manager and its professional advisers. We have not independently verified the information both written and verbal and accordingly cannot and do not make any representation or warranty, express or implied, in respect of, and do not accept any responsibility for the accuracy, completeness or adequacy of such information. We have made reasonable enquiries and exercised our judgement on the reasonable use of such information and have found no reason to doubt the reliability of such information.

The management of the MNACT Manager has confirmed to us that, having made all reasonable inquiries and to the best of their knowledge and belief, all material information relating to MNACT, the Trust Scheme and the Merger has been disclosed to us, that such information is true, complete and accurate in all material respects, and that there is no other material information or fact, the omission of which would cause any information disclosed to us to be inaccurate, incomplete or misleading in any material respect, in each case as at the Latest Practicable Date[2] (except as disclosed in the Scheme Document where the Scheme Document expressly specifies a different date). The MNACT Directors collectively and individually accept full responsibility for the accuracy of the information given in the Scheme Document (other than the sections specifically excluded in Paragraph 25 of the Letter to MNACT Unitholders). Accordingly, no representation or warranty, express or implied, is made and no responsibility is accepted by us concerning the accuracy, completeness or adequacy of such information.

The information which we relied on is based upon market, economic, industry, monetary and other conditions prevailing as at the Latest Practicable Date and may change significantly over a relatively short period of time. We assume no responsibility to update, revise or reaffirm our opinion or assumptions in light of any subsequent development after the Latest Practicable Date that may affect

[2] Where Latest Practicable Date ("**LPD**") is mentioned in the letter, it refers to 20 April 2022.

our opinion or assumptions contained herein. The MNACT Unitholders should take note of any announcements relevant to their consideration of the Trust Scheme which may be released after the Latest Practicable Date.

In rendering our advice and giving our recommendation, we have not had regard to the general or specific investment objectives, financial situation, risk profiles, tax position or particular needs and constraints of individual MNACT Unitholders. As each MNACT Unitholder may have different investment profiles and objectives, we advise the MNACT Independent Directors to recommend that the MNACT Unitholders who may require specific advice in relation to their investment portfolio should consult their stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

MNACT has been separately advised by its own professional advisers in the preparation of the Scheme Document. We have had no role or involvement and have not and will not provide any advice (financial or otherwise) in the preparation, review and verification of the Scheme Document. Accordingly, we take no responsibility for and express no view, whether express or implied, on the contents of the Scheme Document.

We hereby consent to a copy of this Letter to be reproduced in the Scheme Document or for the purpose of the Trust Scheme. Save for such use, neither MNACT, the MNACT Directors nor the MNACT Trustee may reproduce, disseminate or quote this Letter (or any part thereof) for any other purposes at any time and in any manner, without the prior written consent of Deloitte in each specific case.

This Letter and our opinion is given pursuant to Listing Rule 1309(2) as well as addressed to the MNACT Independent Directors and the MNACT Trustee for their benefit and deliberation in respect of the Trust Scheme under the Code. The recommendations made by the MNACT Independent Directors to the MNACT Unitholders in relation to the Trust Scheme shall remain the responsibility of the MNACT Independent Directors. Our recommendation to the MNACT Independent Directors and the MNACT Trustee in relation to the Trust Scheme should be considered in the context of the entirety of this Letter and the Scheme Document.

3. THE MERGER AND THE TRUST SCHEME

3.1 Terms of the Trust Scheme

(a) **Terms of the Trust Scheme**

(i) **The Trust Scheme**: The Trust Scheme is to be effected in accordance with the Code and the MNACT Trust Deed, subject to the terms and conditions of the Implementation Agreement.

Upon the Trust Scheme becoming effective and binding in accordance with its terms, all the MNACT Units will be transferred to the MCT Trustee fully paid, free from all Encumbrances and together with all rights, benefits and entitlements attaching on and from the date of the Implementation Agreement and thereafter attaching thereto, including the right to receive and retain all rights and other distributions (if any) declared or to be declared by the MNACT Manager on or after the date of the Implementation Agreement (except for the MNACT Permitted

Distributions), such that on the Scheme Settlement Date, the MCT Trustee shall hold 100% of the MNACT Units.

(ii) **The Scheme Consideration**: In consideration of the transfer of the MNACT Units, each of the MCT Trustee and the MCT Manager agrees that, subject to the Trust Scheme becoming effective in accordance with its terms, all Entitled MNACT Unitholders will be entitled to receive for each MNACT Unit held by them at 5.00 p.m. on the Record Date, the following Scheme Consideration, at their election:

(A) **Scrip-Only Consideration:** 0.5963 Consideration Units at the Scheme Issue Price of S$2.0039, being the 1-day VWAP per MCT Unit as at the Last Trading Day; **OR**

(B) **Cash-and-Scrip Consideration:** S$0.1912 in cash and 0.5009 Consideration Units at the Scheme Issue Price of S$2.0039; **OR**

(C) **Cash-Only Consideration**: S$1.1949 in cash,

in accordance with the terms and conditions of the Implementation Agreement. Based on the Scheme Issue Price of S$2.0039 per Consideration Unit, the implied value of the Scrip-Only Consideration and the implied value of the Cash-and-Scrip Consideration is equivalent[3] to the Cash-Only Consideration of S$1.1949 per MNACT Unit.



Note:

(1) MIPL, as the sponsor of MCT and MNACT, has provided an undertaking to elect to receive Scrip-Only Consideration in respect of all its MNACT Units.

[3] The implied value of the Scrip-Only Consideration and the implied value of the Cash-and-Scrip Consideration of S$1.1949 is computed by multiplying the illustrative value of one new MCT Unit at the Scheme Issue Price of S$2.0039, which is determined by reference to the 1-day VWAP per MCT Unit as at the Last Trading Day (i) by 0.5963x under the Scrip-Only Consideration or (ii) by 0.5009x, plus the cash component of the Cash-and-Scrip Consideration of S$0.1912 under the Cash-and-Scrip Consideration.

For the avoidance of doubt, Entitled MNACT Unitholders are only entitled to elect to receive only one form of the Scheme Consideration, being the Scrip-Only Consideration OR the Cash-and-Scrip Consideration OR the Cash-Only Consideration, in respect of their entire holdings of MNACT Units held as at 5.00 p.m. on the Record Date. No combination of different forms of the Scheme Consideration is permitted.

The Cash-Only Consideration will be the default form of the Scheme Consideration. MNACT Unitholders who do not make any election or fail to make a valid election for the Scrip-Only Consideration, Cash-and-Scrip Consideration or Cash-Only Consideration shall be deemed to have elected to receive the Cash-Only Consideration if the Trust Scheme becomes effective in accordance with its terms.

MIPL, the Sponsor of both MCT and MNACT, will, through the MIPL Entities, elect to receive the Scrip-Only Consideration in respect of all its MNACT Units and has provided an undertaking to the MCT Manager to receive 100.0% Scrip-Only Consideration.

The aggregate cash component of the Cash-and-Scrip Consideration or the Cash-Only Consideration (as the case may be) to be paid to each MNACT Unitholder shall be rounded to the nearest S$0.01. The number of Consideration Units which each MNACT Unitholder shall be entitled to pursuant to the Trust Scheme, based on the number of MNACT Units held by such MNACT Unitholder as at the Record Date, shall be rounded down to the nearest whole number, and fractional entitlements shall be disregarded.

By way of illustration, if the Trust Scheme becomes effective in accordance with its terms, an MNACT Unitholder holding 1,000 MNACT Units as at the Record Date will receive:

- 596 Consideration Units; or
- 500 Consideration Units and S$191.20 in cash; or
- S$1,194.90 in cash.

Based on an issue price of S$2.0039 per MCT Unit (being the 1-day VWAP of MCT Units as at Last Trading Day), the Scheme Consideration is S$1.1949 and implies a gross exchange ratio of 0.5963x. For reference, the closing price of MCT Units as at Last Trading Day is S$2.0000.

The Scheme Issue Price of S$2.0039 per Consideration Unit may not be equivalent to the market price of, nor reflective of the fair value[4] of, the Consideration Units at the Effective Date and/or Scheme Settlement Date.

Each Consideration Unit may, depending on market conditions and sentiments, trade at a price which is above or below the Scheme Issue Price of each Consideration Unit of S$2.0039[5].

For the avoidance of doubt, the Scheme Consideration that will be received by MNACT Unitholders for each MNACT Unit held by them as at 5.00 p.m. on the Record Date under the Trust Scheme will be (i) 0.5963 Consideration Units (Scrip-Only Consideration) or (ii) 0.5009 Consideration Units and S$0.1912 in cash (Cash-and-Scrip Consideration) or (iii) S$1.1949 in cash (Cash-Only Consideration).

The MCT Manager has reserved the right to adjust the Scheme Consideration by reducing the Cash-Only Consideration, the cash component of the Cash-and-Scrip Consideration, the unit component of the Cash-and-Scrip Consideration, the Scrip-Only Consideration or by any combination of the foregoing, if and to the extent any distribution in excess of the MNACT Permitted Distributions is declared, made or paid by the MNACT Manager on or after the Joint Announcement Date.

As MNACT Unitholders may receive odd lots of MCT Units as part of the consideration for their MNACT Units pursuant to the Trust Scheme, the MNACT Manager has put in place arrangements to facilitate the trading of odd lots so that MNACT Unitholders who wish to round up or down their unitholding to the nearest board lot size of MCT Units (i.e. in multiples of 100 MCT Units) can do so. Please refer to Paragraph 19 of the Letter to MNACT Unitholders for further details of the arrangements which have been put in place by the MNACT Manager for the trading of odd lots of MCT Units.

(b) Permitted Distributions

Subject to the terms and conditions of the Implementation Agreement, the MNACT Manager and the MCT Manager are permitted to declare, make or pay distributions to the MNACT Unitholders and the MCT Unitholders and (as the case may be) only if such distributions by:

(i) the MNACT Manager, in respect of MNACT, were declared, paid or made to MNACT Unitholders in the ordinary course of business in respect of the period from 1 April 2021 up to the day immediately before the Effective Date (including any capital distribution or clean-up distribution to the MNACT Unitholders in respect of the period from the day following the latest completed financial half-year of MNACT preceding the Effective Date, up to the day immediately before the Effective Date), being the MNACT Permitted Distributions; and

[4] Based on the Scheme Consideration which will be accounted accordingly in the financial statements of the MCT Group in compliance with its accounting policies.

[5] For reference, the closing price of a MCT Unit on the Latest Practicable Date is S$1.87.

(ii) the MCT Manager, in respect of MCT, were declared, paid or made to MCT Unitholders in the ordinary course of business in respect of the period from 1 October 2021 up to the day immediately before the Effective Date (including any capital distribution or clean-up distribution to the MCT Unitholders in respect of the period from the day following the latest completed financial half-year of MCT preceding the Effective Date, up to the day immediately before the Effective Date), being the MCT Permitted Distributions.

For the avoidance of doubt and without prejudice to MCT Manager's right to adjust the Scheme Consideration, if and to the extent any distribution in excess of the MNACT Permitted Distributions is declared, made or paid by the MNACT Manager on or after the Joint Announcement Date, as described in Paragraph 2.1(a)(ii) in the Letter to MNACT Unitholders, the MNACT Manager and the MCT Manager shall be entitled to declare, make or pay the MNACT Permitted Distributions and the MCT Permitted Distributions (as the case may be) without any adjustment to the Scheme Consideration. MNACT Unitholders shall have the right to receive and retain the MNACT Permitted Distributions in addition to the Scheme Consideration, regardless of which form of Scheme Consideration they elect for.

(c) Consideration Units

The Consideration Units shall:

(i) when issued, be duly authorised, validly issued and fully paid-up and shall rank *pari passu* in all respects with the existing MCT Units as at the date of their issue;

(ii) be issued no later than seven Business Days from the Effective Date; and

(iii) be issued free from all Encumbrances and restrictions on transfers and no person shall have any rights of pre-emption over any Consideration Unit.

For the avoidance of doubt:

(A) the Consideration Units shall be issued with all rights, benefits and entitlements attaching on and from the date of their issue (and not as at the Joint Announcement Date), including the right to receive and retain all rights and other distributions (if any) declared or to be declared by the MCT Manager on or after the date of their issue (and not on or after the Joint Announcement Date); and

(B) the Consideration Units shall not be entitled to the MCT Permitted Distributions.

(d) Additional Information on the Scheme Consideration

The Scheme Consideration was arrived at as a result of commercial negotiations between the MCT Manager and the MNACT Manager, based on an agreed understanding that the Merger could achieve a balanced and attractive outcome for both MCT Unitholders and MNACT Unitholders and result in the creation of the Merged Entity that will be well positioned to capitalise on the objectives and rationale of the Merger to benefit the unitholders of the Merged Entity.

(i) Basis of the Scheme Consideration

(A) The Scheme Consideration of S$1.1949 per MNACT Unit was based on, among others, MNACT's NAV per unit of S$1.265 as at 30 September 2021 and applying the following adjustments: (i) excludes MNACT's reported 1H FY21/22 DPU of 3.426 Singapore cents paid on 24 December 2021; and (ii) assumes that the full valuation of MNACT's investment properties and joint venture held as at 30 September 2021 is based on valuation of the MNACT Properties as at 31 October 2021 as announced on 31 December 2021.

Accordingly, the Scheme Consideration per MNACT Unit of S$1.1949 implies a P/NAV multiple of 1.0x (as at Joint Announcement Date) and P/NAV multiple of 1.0x[6] (based on the MNACT FY21/22 Unaudited Financial Statements).

For illustrative purposes, the derivation of MNACT's NAV[7] per unit set out in the table below.

	Before Merger	
	MNACT (as reported)	**MNACT** (based on the full valuation of MNACT's properties as at 31 October 2021)(1)
Net Asset Value per unit (S$)	1.265	1.229
Net Asset Value per unit (ex-distribution) (S$)	1.230(2)	1.195(2)

Source: Based on the MNACT 1H FY21/22 Unaudited Financial Statements and the independent full valuations commissioned by the MNACT Manager and the MNACT Trustee as at 31 October 2021.

Notes:

(1) Assumes that the full valuation of MNACT's investment properties and joint venture held as at 30 September 2021 is based on valuation as at 31 October 2021 as announced on 31 December 2021.

(2) Excludes MNACT's reported 1H FY21/22 DPU of 3.426 Singapore cents.

In determining the fair market value of the assets, the independent valuers have considered the potential recovery of the Greater China markets.

[6] Calculated based on MNACT's NAV per unit of S$1.197, which excludes MNACT's reported DPU for 2H FY21/22 of 3.393 Singapore cents to be paid on 19 May 2022.

[7] For the purposes of this Scheme Document, all references to NAV of the MNACT Group (as at Joint Announcement Date) exclude non-controlling interests and distributable income. Based on MNACT's NAV per unit as at 30 September 2021 and applying the following adjustments: (i) excludes MNACT's reported 1H FY21/22 DPU of 3.426 Singapore cents paid on 24 December 2021; and (ii) assumes that the full valuation of MNACT's investment properties and joint venture held as at 30 September 2021 is based on valuation as at 31 October 2021 as announced on 31 December 2021.

(ii) The Scheme Consideration was derived having considered various factors

The Scheme Consideration was considered and negotiated extensively between the managers of both REITs on an arm's length basis. The Scheme Consideration was determined by taking into consideration, among other factors:

(A) the short- to medium-term uncertainties of the respective property portfolios and the resulting potential benefits to be derived from the Merger of MCT and MNACT;

(B) the prevailing and historical relative market prices (including pre-COVID-19), distribution yields, and price-to-NAV per unit of MCT and MNACT;

(C) relevant precedent trust scheme mergers in Singapore;

(D) the latest available ex-distribution NAV of each MCT Unit and each MNACT Unit;

(E) the resulting pro forma consolidated financial effects of the Merger;

(F) the amount of MCT Permitted Distributions and the amount of MNACT Permitted Distributions to be made by the MCT Manager and the MNACT Manager respectively; and

(G) the latest available independent market valuations of the respective property portfolios of MCT and MNACT prior to the Joint Announcement[8].

Further details on the basis for the Scheme Consideration, the Scheme Issue Price and the cash component are set out in Paragraph 2.1 (d) of the Letter to MNACT Unitholders.

3.2 Information on MNACT and the MNACT Manager

(a) MNACT

MNACT is the first and only North Asia focused commercial real estate investment trust ("**REIT**") listed in Singapore that aims to invest, directly or indirectly, in a diversified portfolio of income-producing real estate in China, Hong Kong SAR, Japan and South Korea which is used primarily for commercial purposes (including real estate used predominantly for retail and/or offices), as well as real-estate related assets[9]. Listed on the SGX-ST on 7 March 2013, MNACT has a market capitalisation of S$3.9 billion as at the Last Trading Day. As at the Joint Announcement Date, MNACT has a portfolio of 13 properties[10] located in China, Hong Kong SAR, Japan and South Korea, with a total net lettable area ("**NLA**") of 5.9 million sq ft[11].

Certain key financial information with respect to the MNACT Group as at 31 March 2022 and for FY21/22 is set out as follows:

[8] The latest available independent market valuations of MNACT's property portfolio prior to the Joint Announcement were as at 31 October 2021.The latest available independent market valuations of MCT's property portfolio prior to the Joint Announcement were as at 30 September 2021.

[9] Under the Property Funds Appendix, "real estate-related assets" refers to listed or unlisted debt securities and listed shares of or issued by property corporations, mortgage-backed securities, other property funds, and assets incidental to the ownership of real estate (e.g. furniture).

[10] This includes 50.0% effective interest in TPG located in South Korea.

[11] Please refer to Part 1 to Appendix N of this Scheme Document for details on the MNACT Properties,

MNACT Group	Information
NAV[(1)]	S$4,224.3 million
NAV per MNACT Unit[(1)]	S$1.197
Distributable income for FY21/22	S$239.2 million
Distribution per MNACT Unit for FY21/22	6.819 Singapore cents
Profit before income tax for FY21/22	S$53.6 million
Total assets	S$8,456.1 million
Assets under management [(2)]	S$8,267.1 million

Notes:

(1) For the purposes of this Scheme Document, all references to NAV of the MNACT Group exclude non-controlling interests and distributable income, unless otherwise stated. Based on MNACT's NAV per unit of S$1.231 as at 31 March 2022 and excludes MNACT's reported 2H FY21/22 DPU of 3.393 Singapore cents to be paid on 19 May 2022.

(2) Based on the independent full valuations which were commissioned by the MNACT Manager and the MNACT Trustee and carried out by Knight Frank Petty Ltd, JLL Morii Valuation & Advisory K.K. and CBRE Korea Company Limited as at 31 March 2022 using a combination of methods, namely discounted cash flow method, income capitalisation method, term and reversion method and direct comparison method.

(b) **The MNACT Manager**

MNACT is managed by the MNACT Manager. The MNACT Manager is an indirect wholly-owned subsidiary of MIPL. The MNACT Manager holds a CMS Licence for REIT management pursuant to the SFA.

As at the Latest Practicable Date, the MNACT Directors comprise the following persons:

(i) Mr. Paul Ma Kah Woh (Non-Executive Chairman and Director);

(ii) Mr. Lawrence Wong Liang Ying (Lead Independent Non-Executive Director);

(iii) Ms. Tan Su Shan (Independent Non-Executive Director);

(iv) Ms. Chiang Sui Fook Lilian (Independent Non-Executive Director);

(v) Mr. Chua Kim Chiu (Independent Non-Executive Director);

(vi) Mr. Pascal Jean-Louis Lambert (Independent Non-Executive Director);

(vii) Mr. Kevin Kwok (Non-Executive Director);

(viii) Mr. Lok Vi Ming (Non-Executive Director);

(ix) Mr. Michael Kok Pak Kuan (Non-Executive Director);

(x) Mr. Chua Tiow Chye (Non-Executive Director);

(xi) Ms. Wendy Koh Mui Ai (Non-Executive Director); and

(xii) Ms. Cindy Chow Pei Pei (Executive Director and Chief Executive Officer).

3.3 Information on MCT and the MCT Manager

(a) **MCT**

As stated in Paragraph 2.1 of the Offeror's Letter and Paragraph 1.5.1 of the MCT Circular, MCT is a Singapore-focused REIT established with the principal investment objective of investing on a long-term basis, directly or indirectly, in a diversified portfolio of income-producing real estate used primarily for office and/or retail purposes, whether wholly or partially, in Singapore, as well as real estate-related assets. MCT has been listed on the SGX-ST since 27 April 2011 and has a market capitalisation of S$6.6 billion as at the Last Trading Day. As at the Joint Announcement Date, MCT has a portfolio of five properties located in Singapore, with a total NLA of 5.0 million sq ft[12].

Certain key financial information with respect to the MCT Group as at 31 March 2022 and for FY21/22 is set out as follows:

MCT Group	Information
NAV(1)	S$5,622.7 million
NAV per MCT Unit(1)	S$1.69
Distributable income for FY21/22	S$317.0 million
Distribution per MCT Unit for FY21/22	9.53 Singapore cents
Net profit before tax for FY21/22	S$347.0 million
Total assets	S$8,984.5 million
Assets under management(2)	S$8,821.0 million

Notes:

(1) For the purposes of this Scheme Document, all references to NAV of the MCT Group exclude distributable income, unless otherwise stated. Based on MCT's NAV per unit of S$1.74 as at 31 March 2022 and excludes MCT's reported 2H FY21/22 DPU of 5.14 Singapore cents to be paid on 3 June 2022.

(2) Based on the independent desktop valuations which were commissioned by the MCT Manager and the MCT Trustee and carried out by MCT Independent Valuers as at 31 March 2022 using a combination of methods, namely discounted cash flow method and income capitalisation method as stated in Note (2) to Paragraph 2.3 of the Offeror's Letter and Note (2) to Paragraph 1.5.1 of the MCT Circular.

(b) **The MCT Manager**

MCT is managed by the MCT Manager. The MCT Manager is a wholly-owned subsidiary of MIPL. The MCT Manager holds a CMS Licence for REIT management pursuant to the SFA.

As at the Latest Practicable Date, the board of directors of the MCT Manager comprises the following persons (the "**MCT Directors**"):

(i) Mr. Tsang Yam Pui (Non-Executive Chairman and Director);

(ii) Ms. Kwa Kim Li (Lead Independent Non-Executive Director);

(iii) Mr. Premod P. Thomas (Independent Non-Executive Director);

(iv) Mr. Kan Shik Lum (Independent Non-Executive Director);

[12] Please refer to Part 2 to Appendix N of this Scheme Document for details on the MCT Properties.

(v) Mr. Koh Cheng Chua (Independent Non-Executive Director);

(vi) Mr. Wu Long Peng (Independent Non-Executive Director);

(vii) Mr. Mak Keat Meng (Independent Non-Executive Director);

(viii) Mr. Alvin Tay Tuan Hearn (Independent Non-Executive Director);

(ix) Mr. Hiew Yoon Khong (Non-Executive Director);

(x) Ms. Wendy Koh Mui Ai (Non-Executive Director);

(xi) Ms. Amy Ng Lee Hoon (Non-Executive Director); and

(xii) Ms. Lim Hwee Li Sharon (Executive Director and Chief Executive Officer).

4. SIC RULINGS AND CONFIRMATIONS

Pursuant to the application made by the MCT Manager to the SIC to seek the SIC's rulings and confirmations on certain matters in relation to the Trust Scheme, the SIC has confirmed, *inter alia*, that:

(a) the Trust Scheme is exempted from complying with Rules 14, 15, 16, 17, 20.1, 21, 22, 28, 29, 33.2 and Note 1(b) on Rule 19 of the Code, subject to the following conditions:

(i) the MCT Manager and its concert parties, as well as the common substantial unitholders of MCT and MNACT Unitholders (i.e. those holding 5.0% or more interests in both MCT and MNACT, such unitholders, the "**Common Substantial Unitholders**"), including MIPL, abstain from voting on the Trust Scheme;

(ii) the MNACT Manager appoints an independent financial adviser to advise the MNACT Unitholders on the Trust Scheme;

(iii) the Trust Scheme is approved by a majority in number representing three-fourths in value of the MNACT Units held by the MNACT Unitholders present and voting either in person or by proxy at a meeting convened to approve the Trust Scheme;

(iv) the MNACT Trustee obtains Court approval for the Trust Scheme under Order 80 of the Rules of Court, Chapter 322, R 5 of Singapore; and

(v) the Trust Scheme being completed within 8 months from the Joint Announcement Date.

(b) it has no objections to the Conditions.

Pursuant to the application made by the MNACT Manager to the SIC to seek the SIC's rulings and confirmations on certain matters in relations to the Trust Scheme, the SIC has confirmed, *inter alia*, that with respect to MNACT, SIC waives the requirement for the approval of MNACT Unitholders at a general meeting under Rule 5 of the Code in respect of the MNACT Manager paying MNAPML for services provided (which may include property management services, marketing services and project management services) in MNACT Units, if any such fees are due to be paid during the offer period in respect of the Trust Scheme.

5. DELISTING

Upon the Trust Scheme becoming effective in accordance with its terms:

(a) all Entitled MNACT Unitholders will receive for each MNACT Unit held by them, the Scheme Consideration, being:

(i) Scrip-Only Consideration: 0.5963 Consideration Units at the Scheme Issue Price of S$2.0039; **or**

(ii) Cash-and-Scrip Consideration: S$0.1912 in cash and 0.5009 Consideration Units at the Scheme Issue Price of S$2.0039; **or**

(iii) Cash-Only Consideration: S$1.1949 in cash (being the default form of the Scheme Consideration in the event MNACT Unitholders do not make any election or fail to make a valid election for the Scheme Consideration);

(b) the MCT Trustee will hold 100.0% of the MNACT Units; and

(c) MNACT will, subject to the approval of the SGX-ST, be delisted and removed from the Official List of the SGX-ST.

If the Trust Scheme Resolution is passed at the Trust Scheme Meeting, an application will be made to seek approval from the SGX-ST to delist and remove MNACT from the Official List of the SGX-ST upon the Trust Scheme becoming effective and binding in accordance with its terms.

MNACT UNITHOLDERS SHOULD NOTE THAT BY VOTING IN FAVOUR OF THE TRUST SCHEME RESOLUTION, MNACT WILL, SUBJECT TO THE APPROVAL OF THE SGX-ST, BE DELISTED FROM THE OFFICIAL LIST OF THE SGX-ST IF THE TRUST SCHEME BECOMES EFFECTIVE AND BINDING IN ACCORDANCE WITH ITS TERMS.

6. RATIONALE, FUTURE INTENTIONS OF THE MERGED ENTITY AND FEE STRUCTURE

6.1 Rationale and key benefits of the Merger

The rationale for the Merger is summarised as below. Please see Paragraph 3.1 of the Letter to MNACT Unitholders for further details on the rationale for the Merger.

(A) Proxy to Key Gateway Markets of Asia

(B) Enhanced Diversification Anchored by High Quality Portfolio

(C) Leapfrogs to one of the Top 10 Largest REITs in Asia

(D) Enlarged Platform Better Positioned to Unlock Upside Potential

(E) Attractive Financial Returns to Unitholders

6.2 Future Intentions for the Merged Entity

The future intentions for the Merged Entity are set out in Paragraph 3.3 of the Letter to MNACT Unitholders.

6.3 Fee Structure of the Merged Entity

The fee structure of the Merged Entity is set out in Paragraph 3.4 of the Letter to MNACT Unitholders.

7. OUR ASSESSMENT OF THE FINANCIAL TERMS OF THE TRUST SCHEME

Pursuant to the revised Trust Scheme, each MNACT Unitholder will be entitled to receive, for each MNACT Unit held by it as at 5.00 p.m. on the Record Date, the following Scheme Consideration at its election:

(i) Scrip-Only Consideration: 0.5963 Consideration Units at the issue price of S$2.0039 per MCT Unit (the "**Scheme Issue Price**"), being the 1-day VWAP per MCT Unit as at the last trading day immediately prior to 31 December 2021; or

(ii) Cash-and-Scrip Consideration: S$0.1912 in cash and 0.5009 Consideration Units at the Scheme Issue Price of S$2.0039; or

(iii) Cash-Only Consideration: S$1.1949 in cash (the "**Cash-Only Consideration**").

As at JAD (as defined below), based on the Scheme Issue Price of S$2.0039 per MCT Unit, the implied value of the Scrip-Only Consideration and the implied value of the Cash-and-Scrip Consideration is equivalent to the Cash-Only Consideration of S$1.1949 per MNACT Unit. The implied value of the Scrip-Only Consideration and the implied value of the Cash-and-Scrip Consideration of S$1.1949 is computed by multiplying the illustrative value of one new MCT Unit at the issue price of S$2.0039, which is determined by reference to the 1-day VWAP per MCT Unit as at 27 December 2021 (i) by 0.5963x under the Scrip-Only Consideration or (ii) by 0.5009x, plus the cash component of S$0.1912 under the Cash-and-Scrip Consideration. The Scheme Issue Price of S$2.0039 per Consideration Unit may not be equivalent to the market price of, nor reflective of the fair value of, the Consideration Units at the Effective Date and/or the settlement date of the Trust Scheme. Each Consideration Unit may, depending on changing market conditions and sentiments, trade above or below the Scheme Issue Price of each Consideration Unit of S$2.0039.

The Scheme Issue Price of S$2.0039 represents a discount of (1.6%), (4.2%), (4.7%), (4.6%) and (3.0%) as compared to the VWAP for the MCT Units for last one-month, three-month, six-month, one-year, three-year periods respectively, prior to and including the LCPD (as defined below).

Between the JAD and LPD, market prices of MCT Units fluctuated between a low of S$1.78 to a high of S$1.97. Any changes in the market prices of MCT Units after the JAD would affect the implied value of the Scrip-Only Consideration and the Cash-and-Scrip Consideration. Based on the 1-day VWAP of MCT Units on the LPD of S$1.875, the implied value of the Scrip-Only Consideration and Cash-and-Scrip Consideration is S$1.118 and S$1.131 respectively.

As MNACT and MCT requested for a trading halt on 28 December 2021 prior to the opening of trading on that day, 27 December 2021 is the last closing price date (the "**Last Closing Price Date**", or "**LCPD**") prior to the Joint Announcement Date. The duration of the trading halt was from 28 December 2021 to 31 December 2021. 31 December 2021 is the joint announcement date (the "**Joint Announcement Date**", or "**JAD**") and 20 April 2022 is the latest practicable date (the "**Latest Practicable Date**" or "**LPD**").

General bases and assumptions

MNACT Units			
	As at 30 September 2021	As at 30 September 2021	As at 31 March 2022
NAV per MNACT Unit (S$)	1.265[(1)]	1.229[(2)]	1.231[(4)]
DPU declared (S$)	0.03426[(8)]	0.03426[(8)]	0.03393[(9)]
NAV per MNACT Unit (ex-distribution) (S$)	1.230	1.195[(3)]	1.197

MCT Units		
	As at 30 September 2021	As at 31 March 2022
NAV per MCT Unit (S$)	1.72	1.74[(7)]
DPU declared (S$)	0.0439[(10)]	0.0514[(11)]
NAV per MCT Unit (ex-distribution) (S$)	1.676	1.692

Implied value of Scheme Consideration		
	As at JAD	As at LPD
Issue price per Consideration Unit (S$) (based on 1-day VWAP of MCT Units)	2.0039	1.875
Scrip-Only Consideration (S$)	1.1949	1.118[(5)]
Cash-and-Scrip Consideration (S$)	1.1949	1.131[(6)]
Cash-Only Consideration (S$)	1.1949	1.1949

Notes:

(1) As announced by MNACT on 28 October 2021 and based on the independent valuation of the portfolio of MNACT's properties as at 31 March 2021.

(2) As announced by MNACT on 31 December 2021, pursuant to the independent valuation performed on 31 October 2021 on MNACT's investment properties and joint venture held as at 30 September 2021, the NAV per MNACT Unit would have been S$1.229 as at 30 September 2021.

(3) As announced by MNACT on 31 December 2021, pursuant to the independent valuation performed on 31 October 2021 on MNACT's investment properties and joint venture held as at 30 September 2021 and after excluding the reported 1HFY21/22 DPU of 3.426 Singapore cents paid on 24 December 2021, the NAV per MNACT Unit would have been S$1.1949 as at 30 September 2021.

(4) As announced by MNACT on 19 April 2022 and based on the independent valuation of the portfolio of MNACT's properties as at 31 March 2022.

(5) Based on the Gross Exchange Ratio of 0.5963 multiplied by the 1-day VWAP of MCT Units of S$1.875 on 20 April 2022.

(6) Based on the sum of: (i) Net Exchange Ratio of 0.5009 multiplied by the 1-day VWAP of MCT Units of S$1.875 on 20 April 2022; and (ii) cash component of S$0.1912.
(7) As announced by MCT on 20 April 2022 and based on the independent valuation of the portfolio of MCT's properties as at 31 March 2022.
(8) Reported 1HFY21/22 DPU for MNACT is 3.426 Singapore cents.
(9) Reported 2HFY21/22 DPU for MNACT is 3.393 Singapore cents.
(10) Reported 1HFY21/22 DPU for MCT is 4.39 Singapore cents.
(11) Reported 2HFY21/22 DPU for MCT is 5.14 Singapore cents.

We have confined our evaluation to the financial terms of the Trust Scheme. In evaluating the financial terms of the Trust Scheme, we have assessed the value of the MNACT Units and MCT Units as implied by the Scheme Consideration and the Scheme Issue Price respectively. In addition, we have also taken into account the pertinent factors set out below which we consider to have a significant bearing on our assessment:

Evaluation of whether the MNACT Units as implied by the Scheme Consideration are fairly valued

(1) Market quotations and liquidity of the MNACT Units;

(2) Historical market performance and trading activity of MNACT Units;

(3) Trailing latest P/NAV multiples of the MNACT Units relative to the P/NAV multiple implied by the Scheme Consideration;

(4) Comparison of exchange ratios implied by the VWAPs of the MNACT Units and the MCT Units with the Gross Exchange Ratio and Net Exchange Ratio;

(5) Comparison of the P/NAV multiple implied by the Scheme Consideration with selected comparable SGX-ST listed REITs ("**S-REITs**");

(6) Comparison of the P/NAV multiple implied by the Scheme Consideration with selected comparable S-REITs with Greater China focus;

(7) Comparison of the P/NAV multiple implied by the Scheme Consideration with selected comparable REITs listed on the Hong Kong Stock Exchange ("**HK-REITs**");

(8) Comparison of the P/NAV multiple implied by the Scheme Consideration with selected comparable REITs listed on the Tokyo Stock Exchange ("**JP-REITs**");

(9) Comparison with precedent amalgamations of selected S-REITs;

(10) Independent valuation of MNACT's properties;

(11) Research analysts target prices for MNACT Units;

(12) The cash component of the Scheme Consideration;

Evaluation of whether the MCT Units as implied by the Scheme Issue Price are fairly valued

(13) Market quotations and liquidity of the MCT Units;

(14) Historical market performance and trading activity of MCT Units;

(15) Trailing latest P/NAV (as defined herewith) multiples of the MCT Units relative to the P/NAV multiple implied by the Scheme Issue Price;

(16) Comparison of the P/NAV multiple implied by the Scheme Issue Price with selected comparable retail S-REITs;

(17) Independent valuation of MCT's properties;

(18) Research analysts target prices for MCT Units;

Evaluation of other relevant key considerations relating to the Merger

(19) The rationale for the Merger;

(20) Assurance given by the SSA 805 opinion provided by the MNACT 805 Auditor;

(21) Financial effects of the Merger; and

(22) Other selected considerations which have a significant bearing on our assessment.

Summary Analysis of the Scheme Consideration and Scheme Issue Price

Figure 1: Summary Analysis

	Mean[(1)(4)]	Median[(1)(4)]	Max[(1)]	Min[(1)]	Implied by the Merger[(2)]	Mean – Median Range[(3)]	Max-Min Range[(3)]
Summary Analysis of the Scheme Consideration							
Liquidity analysis of MNACT Units							
Past 12 months ADT volume over free float up to LCPD	0.37%	0.36%	1.10%	0.10%	0.31%		
Past 12 months ADT value over market cap. up to LCPD	0.24%	0.22%	0.76%	0.03%	0.18%		
Historical trading range of MNACT Units							
Last traded price on LCPD[(5)]	1.110[(5)]				S$1.1949	Above	
LCPD: 27 December 2021	VWAP = 1.098		1.110	1.070	S$1.1949	Above	Above
1-mth prior to & including LCPD	VWAP = 1.045		1.110	0.990	S$1.1949	Above	Above
3-mths prior to & including LCPD	VWAP = 1.017		1.110	0.955	S$1.1949	Above	Above
6-mths prior to & including LCPD	VWAP = 1.014		1.110	0.950	S$1.1949	Above	Above
1-yr prior to & including LCPD	VWAP = 1.018		1.140	0.940	S$1.1949	Above	Above
3-yrs prior to & including LCPD	VWAP = 1.103		1.480	0.630	S$1.1949	Above	Within
From JAD to LPD	VWAP = 1.139		1.240	1.030	S$1.1949	Above	Within
LPD: 20 April 2022	VWAP = 1.224		1.230	1.220	S$1.1949	Below	Below

Trailing P/NAV multiples							
6-month period up to the LCPD	0.81x	0.81x	0.89x	0.76x	1.00x	Above	Above
12-month period up to the LCPD	0.80x	0.81x	0.89x	0.73x	1.00x	Above	Above
36-month period up to the LCPD	0.80x	0.81x	1.05x	0.50x	1.00x	Above	Within
Selected Comparable S-REITs							
P/NAV as at LCPD	0.91x	0.92x	1.08x	0.72x	1.00x	Above	Within
P/NAV as at LPD	0.98x	0.98x	1.42x	0.71x	1.00x	Above	Within
Selected Comparable S-REITs (Greater China focus)							
P/NAV as at LCPD	0.79x	0.83x	0.87x	0.66x	1.00x	Above	Above
P/NAV as at LPD	0.74x	0.77x	0.84x	0.62x	1.00x	Above	Above
Selected Comparable HK-REITs							
P/NAV as at LCPD	0.51x	0.50x	0.55x	0.47x	1.00x	Above	Above
P/NAV as at LPD	0.45x	0.45x	0.47x	0.43x	1.00x	Above	Above
Selected Comparable JP-REITs							
P/NAV as at LCPD	0.91x	0.88x	1.05x	0.84x	1.00x	Above	Within
P/NAV as at LPD	0.92x	0.92x	1.05x	0.79x	1.00x	Above	Within
Precedent S-REIT mergers							
Premium to last closing price	3.5%	2.1%	11.5%	0.0%	7.6%	Above	Within
Premium to 1-month VWAP	5.1%	4.1%	13.8%	2.1%	14.4%	Above	Above
Premium to 3-month VWAP	6.9%	4.8%	18.9%	0.7%	17.5%	Above	Within
Premium to 6-month VWAP	8.8%	6.7%	24.0%	1.5%	17.8%	Above	Within
Premium to 12-month VWAP	11.2%	8.0%	31.8%	0.4%	17.3%	Above	Within
Premium to NAV	10.2%	7.0%	44.8%	(26.4%)	0.0%	Below	Within
Precedent S-REIT mergers GER over historical exchange ratio							
Premium to 1-day VWAP	4.2%	3.2%	12.5%	(1.1%)	8.9%	Above	Within
Premium to 1-month VWAP	3.8%	3.5%	12.7%	(0.4%)	16.2%	Above	Above
Premium to 3-month VWAP	4.0%	1.2%	11.2%	(0.4%)	22.6%	Above	Above
Premium to 6-month VWAP	3.3%	1.7%	11.5%	(1.5%)	23.7%	Above	Above
Premium to 12-month VWAP	4.4%	2.2%	12.9%	(3.7%)	23.0%	Above	Above
Research analyst target prices							
Analyst Target Prices	1.17	1.14	1.30	1.08	S$1.1949	Above	Within
Summary Analysis of the Scheme Issue Price							
Liquidity analysis of MCT Units							
Past 12 months ADT volume over free float up to LCPD	0.37%	0.36%	1.10%	0.10%	0.38%		
Past 12 months ADT value over market cap. up to LCPD	0.24%	0.22%	0.76%	0.03%	0.24%		
Historical trading range of MCT Units							
LCPD: 27 December 2021	VWAP = 2.004		2.020	1.990	S$2.0039		Within
1-mth prior to & including LCPD	VWAP = 2.036		2.120	1.960	S$2.0039	Below	Within
3-mths prior to & including LCPD	VWAP = 2.092		2.200	1.960	S$2.0039	Below	Within
6-mths prior to & including LCPD	VWAP = 2.103		2.210	1.960	S$2.0039	Below	Within
1-yr prior to & including LCPD	VWAP = 2.100		2.250	1.940	S$2.0039	Below	Within
3-yrs prior to & including LCPD	VWAP = 2.066		2.480	1.460	S$2.0039	Below	Within

From JAD to LPD	VWAP = 1.850		1.970	1.780	S$2.0039	Above	Above
LPD: 20 April 2022	VWAP = 1.875		1.890	1.870	S$2.0039	Above	Above
Trailing P/NAV multiples							
6-month period up to the LCPD	1.22x	1.23x	1.27x	1.14x	1.19x	Below	Within
12-month period up to the LCPD	1.23x	1.23x	1.31x	1.14x	1.19x	Below	Within
36-month period up to the LCPD	1.24x	1.22x	1.67x	0.85x	1.19x	Below	Within
Selected Comparable S-REITs							
P/NAV as at LCPD	0.91x	0.92x	1.08x	0.72x	1.19x	Above	Above
P/NAV as at LPD	0.98x	0.98x	1.42x	0.71x	1.19x	Above	Within
Research analyst target prices							
Analyst Target Prices	2.33	2.35	2.45	2.20	S$2.0039	Below	Below

Sources: Bloomberg, SGX, Company filings on SGX-ST

Legend:
(Green): Favourable to MNACT Unitholders
(Red): Unfavourable to MNACT Unitholders

Notes:
(1) Mean, median, maximum and minimum of the respective benchmarks.
(2) Implied by the Merger as of LCPD and LPD.
(3) Parameters implied by the Merger relative to the mean, median, maximum and minimum range of the respective benchmarks.
(4) Mean-Median range for historical trading range of MNACT and MCT Units reflects the VWAP for the respective periods. The VWAP is weighted based on the respective MNACT and MCT Units traded and the corresponding transacted prices for market days in the reference periods.
(5) This refers to the closing price of MNACT of S$1.110 on the LCPD.

Impact of Covid-19

The outbreak of the Novel Coronavirus ("**Covid-19**"), declared by the World Health Organisation ("**WHO**") as a 'Global Pandemic' on 11 March 2020 ("**WHO Announcement Date**"), has impacted global financial markets and market activity in many sectors, including the real estate market. For the purposes of our analyses, we have evaluated the financial terms of the Merger by comparing the various metrics implied by the Scheme Consideration and Scheme Issue Price against historical benchmarks across a range of different reference time periods, including the one-month, three-month, six-month, one-year, three-year periods up to and including the respective reference dates. These different time intervals may reflect periods before, within or around and after the peak of the Covid-19 pandemic which may have some impact on the overall analysis. We have not made any adjustments to the underlying metrics and benchmarks to account for Covid-19.

Evaluation of whether the MNACT Units as implied by the Scheme Consideration are fairly valued

7.1 Market quotations and liquidity of the MNACT Units

We have considered the liquidity and free float of the MNACT Units relative to the 30 STI Companies as at the LCPD in order to evaluate whether the historical market prices of the MNACT Units provide a meaningful benchmark and reference point for a comparison with the Scheme Consideration.

The table below outlines the average daily trading volume for the past twelve months ("**Past 12M ADT Volume**") and the average daily trading value ("**Past 12M ADT Value**") leading up to the LCPD of the MNACT Units and of the 30 STI Companies:

Figure 2: Liquidity analysis of the MNACT Units and the 30 STI Companies

No.	Company name	Market Cap.[1] (S$m)	Free Float (%)	Free Float Shares (m)	Past 12M ADT Volume[2] ('000)	Past 12M ADT Value[3] (S$'000)	Past 12M ADT Volume/ Free Float[2] (%)	Past 12M ADT Value/ Market Cap.[3] (%)
1	DBS Group Holdings Ltd	83,471	52.34	1,344	3,982	116,346	0.30	0.14
2	Jardine Matheson Holdings Ltd	54,518	33.37	241	236	18,949	0.10	0.03
3	Oversea-Chinese Banking Corp Ltd	50,846	85.17	3,826	5,335	61,905	0.14	0.12
4	United Overseas Bank Ltd	44,692	85.20	1,424	2,429	62,401	0.17	0.14
5	Singapore Telecommunications Ltd	38,303	47.69	7,874	28,231	67,987	0.36	0.18
6	Wilmar International Ltd	25,621	29.10	1,832	6,917	33,132	0.38	0.13
7	CapitaLand Investment Ltd/Singapore	17,274	47.55	2,445	10,660	35,936	0.44	0.21
8	Thai Beverage PCL	16,704	23.45	5,890	24,724	17,715	0.42	0.11
9	Hongkong Land Holdings Ltd	16,374	49.53	1,156	2,137	13,992	0.18	0.09
10	Singapore Airlines Ltd	14,630	66.65	1,978	8,110	40,751	0.41	0.28
11	CapitaLand Integrated Commercial Trust	13,217	76.57	5,056	17,983	38,066	0.36	0.29
12	Ascendas Real Estate Investment Trust	12,257	42.93	1,802	11,814	35,693	0.66	0.29
13	Singapore Technologies Engineering Ltd	11,583	49.01	1,526	4,158	16,026	0.27	0.14
14	Singapore Exchange Ltd	9,939	99.90	1,068	2,814	28,567	0.26	0.29
15	Genting Singapore Ltd	9,290	47.07	5,679	27,350	22,704	0.48	0.24
16	Keppel Corp Ltd	9,280	78.91	1,436	3,398	18,021	0.24	0.19
17	Mapletree Logistics Trust	8,986	70.69	3,303	11,767	23,247	0.36	0.26
18	Jardine Cycle & Carriage Ltd	8,142	24.03	95	383	8,345	0.40	0.10
19	Mapletree Industrial Trust	7,103	77.10	2,051	7,151	19,910	0.35	0.28
20	Mapletree Commercial Trust	6,645	60.72	2,017	7,583	15,928	0.38	0.24
21	City Developments Ltd	6,094	56.65	514	2,403	17,493	0.47	0.29
22	UOL Group Ltd	5,944	75.66	639	1,042	7,629	0.16	0.13

23	Frasers Logistics & Commercial Trust	5,478	71.73	2,637	9,426	13,819	0.36	0.25
24	Venture Corp Ltd	5,297	92.89	270	1,012	19,422	0.38	0.37
25	Yangzijiang Shipbuilding Holdings Ltd	5,179	70.13	2,751	30,171	39,460	1.10	0.76
26	Dairy Farm International Holdings Ltd	5,140	22.22	301	717	3,820	0.24	0.07
27	SATS Ltd	4,331	59.68	670	2,153	8,794	0.32	0.20
28	Keppel DC REIT	4,133	79.55	1,364	6,041	15,617	0.44	0.38
29	Sembcorp Industries Ltd	3,560	50.34	896	4,169	8,177	0.47	0.23
30	ComfortDelGro Corp Ltd	2,990	99.83	2,163	12,518	20,057	0.58	0.67
	Mean	**16,901**	**60.86**	**2,142**	**8,561**	**28,330**	**0.37**	**0.24**
	Median	**9,285**	**60.20**	**1,664**	**5,688**	**19,666**	**0.36**	**0.22**
	Maximum	**83,471**	**99.90**	**7,874**	**30,171**	**116,346**	**1.10**	**0.76**
	Minimum	**2,990**	**22.22**	**95**	**236**	**3,820**	**0.10**	**0.03**
	MNACT	**3,916**	**61.68**	**2,176**	**6,850**	**6,979**	**0.31**	**0.18**

Source: Bloomberg

Notes:
(1) All figures are as at the LCPD.
(2) Average daily trading volume as a percentage of free float is computed taking the Past 12M ADT Volume up to the LCPD divided by free float number of shares.
(3) Average daily trading value as a percentage of market capitalisation is computed taking the Past 12M ADT Value up to the LCPD divided by market capitalisation of the companies.

We note the following in respect of the liquidity of the MNACT Units:

(i) The Past 12M ADT Volume for the MNACT Units, as a percentage of MNACT's free float, is marginally below the mean and the median of the 30 STI companies, and falls within the range of measures for the 30 STI Companies; and

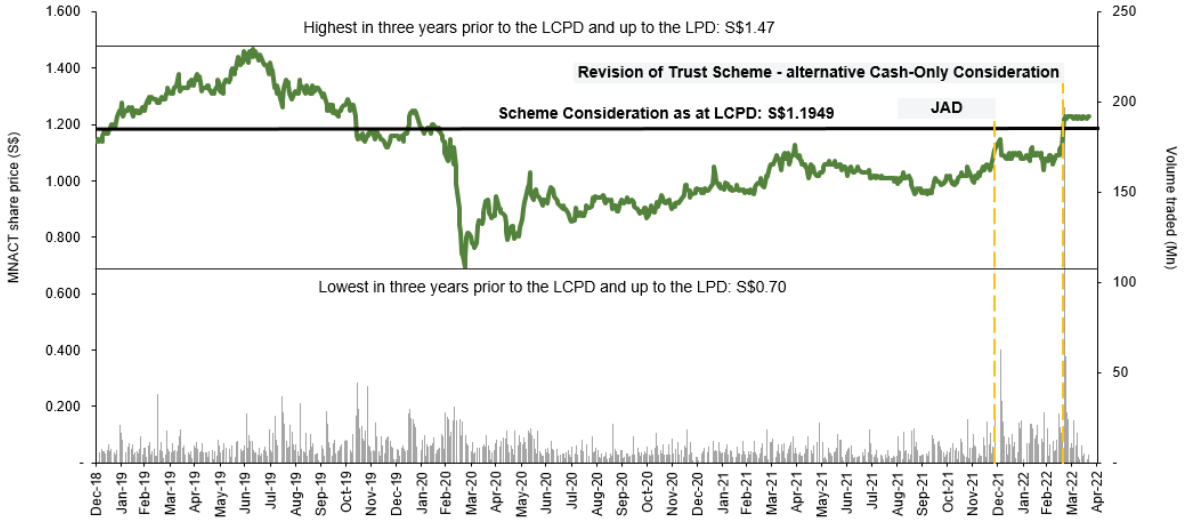
(ii) The Past 12M ADT Value for the MNACT Units, as a percentage of MNACT's market capitalisation, is marginally below the mean and the median of the 30 STI companies, and falls within the range of measures for the 30 STI Companies.

The above analysis indicates that although both measures for the MNACT Units are marginally below the respective mean and median of the top 30 STI companies, there is sufficient liquidity in the trading of MNACT Units and the historical market prices of the MNACT Units provide a meaningful benchmark and reference point for the comparison with the Scheme Consideration.

7.2 Historical market performance and trading activity of MNACT Units

We have compared the Scheme Consideration of S$1.1949 as at LCPD against the market prices and trading volumes for the MNACT Units for the three-year period prior to the LCPD and up to the LPD in the chart below.

Figure 3: Historical MNACT Unit Price(1)



Source: Bloomberg

Note:
(1) "**MNACT Unit Price**" refers to the closing price of the MNACT Units on the relevant dates.

We note that the Scheme Consideration of S$1.1949 is within the range of the highest and lowest MNACT Unit Prices[13] of S$1.47 and S$0.70 respectively, in the three-year period prior to the LCPD and up to the LPD.

A summary of announcements relating to the MNACT Units three years prior to the JAD up to the LPD are as follows:

Figure 4: Selected MNACT Announcements

No.	Date	Details
1	19-Apr-2022	Announcement of financial results of MNACT's Second Half and Full Financial Year 2021/2022 ended 31 March 2022.
2	21-Mar-2022	Announcement of the revision of Trust Scheme and inclusion of alternative Cash-Only Consideration.
3	28-Jan-2022	Announcement of the Whitewash Waiver and Amendment to the Implementation Agreement.
4	27-Jan-2022	Announcement of Earnings results for the nine months ended 31 December 2021.
5	31-Dec-2021	Announcement of the Proposed Merger of MCT and MNACT by way of a Trust Scheme of Arrangement.
6	31-Dec-2021	Announcement of valuation of properties as at 31 October 2021.
7	28-Oct-2021	Announcement of Earnings Results for the first half of the financial year ended September 30, 2021 (1H FY21/22) with NPI of S$161.9 million compared to S$139.7 million a year ago.

[13] Based on the closing price of MNACT Units.

No.	Date	Details
8	08-Sep-2021	Announcement of Redemption on Maturity of SGD 75 Million 3.20% Fixed Rate Notes under USD 1.5 Billion Euro MTN Programme.
9	26-Jul-2021	Announcement of Unaudited Group Earnings Results for the First Quarter Ended June 30, 2020, with NPI of S$78.2 million compared to S$68.5 million a year ago.
10	18-Jun-2021	Announcement of Completion of Acquisition of a S$474.7 million Freehold Office Building in Greater Tokyo, Japan.
11	16-Jun-2021	Announcement of New Loan Facility Agreement.
12	08-Jun-2021	Announcement of completion of Issuance of S$250 million of Perpetual Securities at 3.50%.
13	31-May-2021	Announcement of Issuance of S$250 million of Perpetual Securities at 3.50%.
14	28-May-2021	Announcement of Acquisition of an effective interest of 98.47% at S$474.7 million of a Freehold Office Building in Greater Tokyo, Japan.
15	22-Apr-2021	Announcement of Unaudited Consolidated Earnings Results for the Second half (2H FY20/21) Ended March 31, 2021, with NPI of S$152.3 million compared to S$107.7 million a year ago; For the Full Year Ended March 31, 2021, NPI was of S$292 million compared to S$277.5 million a year ago.
16	28-Jan-2021	Announcement of Earnings Results for the Third Quarter Ended December 31, 2020, with NPI of S$75.7 million compared to S$50.8 million a year ago.
17	29-Oct-2020	Announcement of Earnings Results for the first half of the financial year ended September 30, 2020 (1H FY20/21) with NPI of S$139.7 million compared to S$169.8 million a year ago.
18	25-Sep-2020	Announcement of Mapletree Investments and Mapletree North Asia Commercial Trust's acquisition of a S$528 million Freehold Office Building in Gangnam, Seoul.
19	27-Jul-2020	Announcement of Unaudited Group Earnings Results for the First Quarter Ended June 30, 2020, with NPI of S$68.5 million compared to S$85 million a year ago.
20	29-Apr-2020	Announcement of Unaudited Consolidated Earnings Results for the Fourth Quarter Ended March 31, 2020, with NPI of S$56.9 million compared to S$84 million a year ago; For the Full Year Ended March 31, 2019, NPI was of S$277.5 million compared to S$329 million a year ago.
21	17-Jan-2020	Announcement of Earnings Results for the Third Quarter Ended December 31, 2019, with NPI of S$50.8 million compared to S$84.6 million a year ago.
22	25-Oct-2019	Announcement of Earnings Results for the Second Quarter Ended September 30, 2019 with NPI of S$84.7 million compared to S$83.6 million a year ago.
23	29-Jul-2019	Announcement of Unaudited Group Earnings Results for the First Quarter Ended June 30, 2019, with NPI of S$85 million compared to S$76.8 million a year ago.
24	29-Apr-2019	Announcement of Unaudited Consolidated Earnings Results for the Fourth Quarter Ended March 31, 2019, with NPI of S$84 million compared to S$72.9 million a year ago; For the Full Year Ended March 31, 2019, NPI was of S$329 million compared to S$287 million a year ago.
25	18-Mar-2019	Announcement of MNACT's inclusion (SGX:RW0U) into FTSE All-World Index (USD).
26	25-Jan-2019	Announcement of Earnings Results for the Third Quarter Ended December 31, 2018, with NPI of S$84.6 million compared to S$71.4 million a year ago.
27	27-Dec-2018	Announcement of New Loan Facility Agreement.

Source: Company Announcements

We have tabulated below a comparison of the Scheme Consideration with the price performance of the MNACT Units for a range of reference periods:

Figure 5: Comparison of VWAPs of the MNACT Units against the Scheme Consideration

Reference period	Highest traded price (S$)	Lowest traded price (S$)	VWAP (S$)[(1)]	Premium of Scheme Consideration over VWAP[(2)]
Prior to Joint Announcement Date				
Last traded price on LCPD	n.a.	n.a.	1.110[(3)]	7.6%
LCPD	1.110	1.070	1.098	8.9%
Last 1 month	1.110	0.990	1.045	14.4%
Last 3 months	1.110	0.955	1.017	17.5%
Last 6 months	1.110	0.950	1.014	17.8%
Last 1 year	1.140	0.940	1.018	17.3%
Last 3 years	1.480	0.630	1.103	8.3%
After the Joint Announcement Date				
From JAD to LPD	1.240	1.030	1.139	4.9%
LPD	1.230	1.220	1.224	(2.4%)

Source: Bloomberg

Notes:
(1) Historical pricing and volume are adjusted to reflect spin-off, stock splits/considerations, stock dividend/bonus, and right offerings/entitlement.
(2) The premium of Scheme Consideration as compared to the VWAP of the MNACT Units is calculated using the following formula: [(Scheme Consideration / VWAP of the MNACT Units for the relevant period) – 1]. For example, the premium of Scheme Consideration as compared to the 1-month VWAP of the MNACT Units is calculated by [(1.1949/1.045)-1] = 0.01435 (14.4%).
(3) This refers to the closing price of MNACT of S$1.110 on the LCPD.

(A) Periods up to and including the LCPD (27 December 2021):

We note that the Scheme Consideration of S$1.1949 represents a premium of 14.4%, 17.5%, 17.8%, 17.3% and 8.3% as compared to the VWAP of the MNACT Units for the last one-month, three-month, six-month, one-year, three-year periods prior to and including the LCPD respectively. Further, we note that the Scheme Consideration represents a premium of 7.6% and 8.9% respectively as compared to the last traded price of the MNACT Units and VWAP on the LCPD.

(B) Period from the JAD up to the LPD (1 January 2022 to 20 April 2022):

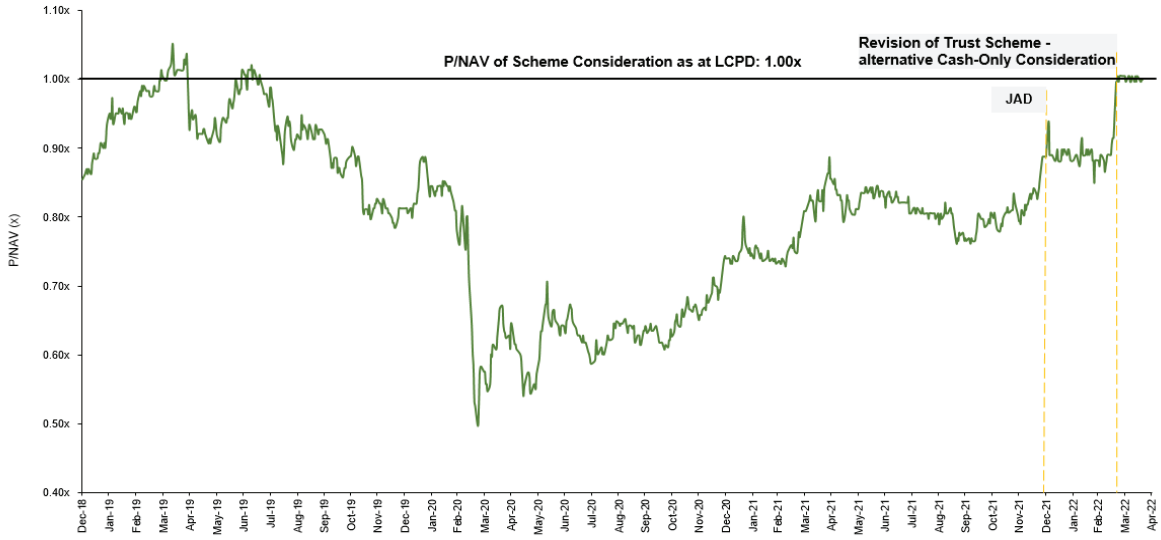
From the JAD to the LPD, MNACT Units traded between a low of S$1.03 and a high of S$1.24 with a VWAP of S$1.139. The traded price of MNACT Units increased to above S$1.1949 on 21 March 2022, which was the day that the Revision Joint Announcement was released. We note that the Scheme Consideration of S$1.1949 represents a premium of 4.9% and discount of (2.4%) as compared to the VWAP of the MNACT Units from the JAD up to the LPD and on the LPD respectively.

7.3 Trailing latest P/NAV multiples of the MNACT Units relative to the P/NAV multiple implied by the Scheme Consideration

We have compared the Scheme Consideration with the NAV per MNACT Unit as at LCPD, and the P/NAV multiples of the MNACT Units over the three-year period prior to the LCPD and up to the LPD.

We note that the MNACT Valuers have undertaken full valuations of the MNACT Properties as at 31 October 2021 and 31 March 2022 as set out in Appendix I of the Scheme Document. Based on the valuation reports of the MNACT Properties, the MNACT NAV as at 30 September 2021 (appraised as of 31 October 2021) and MNACT NAV as at 31 March 2022 (appraised as of 31 March 2022) reflect the latest market valuations of the MNACT Properties. We have used the respective NAV figures for our analysis.

Figure 6: Trailing Latest P/NAV multiples of the MNACT Units over the three-year period prior to LCPD and up to the LPD



Source: Bloomberg

Figure 7: P/NAV multiples of the MNACT Units for selected periods

MNACT P/NAV[(1)] as of													
		Last 6-month				Last 1-year				Last 3-year			
LPD	LCPD	Mean	Median	Max	Min	Mean	Median	Max	Min	Mean	Median	Max	Min
1.03x[(2)]	0.89x	0.81x	0.81x	0.89x	0.76x	0.80x	0.81x	0.89x	0.73x	0.80x	0.81x	1.05x	0.50x

Source: Bloomberg, Company filings

Note:

(1) The "**P/NAV**" ratio was calculated based on the ratio of the market capitalisation to the NAV (adjusted for non-controlling interest and perpetual securities) recorded in the latest published financial statements as of the relevant dates.

(2) Based on the last closing price of S$1.23 for MNACT Units as at LPD divided by the NAV per MNACT Unit (excluding the reported 2HFY21/22 DPU of 3.393 Singapore cents) of S$1.197 as at 31 March 2022.

Figure 8: P/NAV multiples implied by the Scheme Consideration

Basis	NAV per MNACT Unit (S$)	Scheme Consideration (S$)	P/NAV implied by the Scheme Consideration
As at LCPD			
NAV as at 30 September 2021 (as reported)	1.265	1.1949[(2)]	0.94x
NAV as at 30 September 2021 (excluding 1H FY21/22 DPU of 3.426 Singapore cents)	1.1949[(1)]	1.1949[(2)]	1.00x
As at LPD			
NAV as at 31 March 2022 (as reported)	1.231	Scrip-Only Consideration = 1.118[(3)]	0.91x
		Cash-and-Scrip Consideration = 1.131[(4)]	0.92x
		Cash-Only Consideration = 1.1949	0.97x
NAV as at 31 March 2022 (excluding 2H FY21/22 DPU of 3.393 Singapore cents)	1.197[(5)]	Scrip-Only Consideration = 1.118[(3)]	0.93x
		Cash-and-Scrip Consideration = 1.131[(4)]	0.94x
		Cash-Only Consideration = 1.1949	1.00x

Notes:

(1) As announced by MNACT on 31 December 2021, pursuant to the independent valuation performed on 31 October 2021 on MNACT's investment properties and joint venture held as at 30 September 2021 and after excluding the reported 1HFY21/22 DPU of 3.426 Singapore cents paid on 24 December 2021, the NAV per MNACT Unit would have been S$1.1949 as at 30 September 2021.

(2) As at LCPD, the Scrip-Only Consideration, the Cash-and-Scrip Consideration and the Scrip-Only Consideration are equivalent to S$1.1949.

(3) Based on the Gross Exchange Ratio of 0.5963 multiplied by the 1-day VWAP of MCT Units of S$1.875 on 20 April 2022.

(4) Based on the sum of: (i) Net Exchange Ratio of 0.5009 multiplied by the 1-day VWAP of MCT Units of S$1.875 on 20 April 2022; and (ii) cash component of S$0.1912.

(5) Based on MNACT's NAV per Unit of S$1.231 as at 31 March 2022 and excludes MNACT's reported 2H FY21/22 DPU of 3.393 Singapore cents to be paid on 19 May 2022.

(A) Periods up to and including the LCPD (27 December 2021):

Based on the NAV per MNACT Unit of S$1.1949, we note that P/NAV multiple of 1.00x implied by the Scheme Consideration of S$1.1949 as at LCPD is higher than the trailing P/NAV multiples of the MNACT Units most of the time in the three-year period prior to the LCPD and represents a premium of 23.5% to the median P/NAV multiple of 0.81x in the six-month, one-year and three-year periods prior to and including the LCPD. Furthermore, the P/NAV multiple of 1.00x is higher than the range of the six-month and one-year trailing P/NAV multiples and within the range of the three-year trailing P/NAV multiples. It is also at a premium of 12.4% to the P/NAV multiple of MNACT Units of 0.89x as at LCPD.

(B) As at LPD (20 April 2022):

Based on the 1-day VWAP of MCT Units on the LPD, the implied Scheme Consideration as at LPD is equivalent to S$1.118[14] under the Scrip-Only Consideration and S$1.131[15] under the Cash-and-Scrip Consideration. We note that these are lower than the Scheme Consideration of S$1.1949 as at LCPD due to the decline in traded prices of MCT Units from S$2.0039 (being the 1-day VWAP of on LCPD) to S$1.875 (being the 1-day VWAP on LPD).

[14] Based on the Gross Exchange Ratio of 0.5963 multiplied by the 1-day VWAP of MCT Units of S$1.875 on 20 April 2022.

[15] Based on the sum of: (i) Net Exchange Ratio of 0.5009 multiplied by the 1-day VWAP of MCT Units of S$1.875 on 20 April 2022; and (ii) cash component of S$0.1912.

We note that:

(i) the P/NAV multiple of 0.93x implied by the Scrip-Only Consideration of S$1.118 as at LPD represents a premium of 14.8% to the median P/NAV multiple of 0.81x in the six-month, one-year and three-year periods prior to and including the LCPD and is higher than the range of the six-month and one-year trailing P/NAV multiples and within the range of the three-year trailing P/NAV multiples. It is at a discount of (10.0%) to the P/NAV multiple of MNACT Units of 1.03x as at LPD.

(ii) the P/NAV multiple of 0.94x implied by the Cash-and-Scrip Consideration of S$1.131 as at LPD represents a premium of 16.0% to the median P/NAV multiple of 0.81x in the six-month, one-year and three-year periods prior to and including the LCPD and is higher than the range of the six-month and one-year trailing P/NAV multiples and within the range of the three-year trailing P/NAV multiples. It is at a discount of (8.7%) to the P/NAV multiple of MNACT Units of 1.03x as at LPD.

(iii) the P/NAV multiple of 1.00x implied by the Cash-Only Consideration of S$1.1949 as at LPD represents a premium of 23.5% to the median P/NAV multiple of 0.81x in the six-month, one-year and three-year periods prior to and including the LCPD and is higher than the range of the six-month and one-year trailing P/NAV multiples and within the range of the three-year trailing P/NAV multiples. It is at a discount of (3.0%) to the P/NAV multiple of MNACT Units of 1.03x as at LPD.

7.4 Comparison of exchange ratios implied by the VWAPs of the MNACT Units and the MCT Units with the Gross Exchange Ratio and Net Exchange Ratio

We have analysed the historical implied exchange ratio between the MCT Units and MNACT Units based on their VWAPs for the selected reference periods up to and including the LPD. We have compared the premium or discount between the historical implied exchange ratio at each reference period and the Gross Exchange Ratio (defined as the exchange ratio of 0.5963x, which was derived from the Scheme Consideration of S$1.1949 for each MNACT Unit divided by the Scheme Issue Price of S$2.0039).

We tabulate below the VWAP of the MNACT Units, the VWAP of the MCT Units, the historical exchange ratio implied by the VWAPs for the relevant periods, the Gross Exchange Ratio and the premium of the Gross Exchange Ratio over the historical exchange ratios implied by the VWAP.

Figure 9: Comparison of Gross Exchange Ratio to the historical exchange ratio

Reference period	MNACT Units VWAP	MCT Units VWAP	Historical Exchange Ratio implied by VWAP	Gross Exchange Ratio[(1)]	Premium of Gross Exchange Ratio to Historical Exchange Ratio
	(A)	(B)	(C) = (A) / (B)	(D)	(E) = [(D)/(C)-1]
Prior to the Joint Announcement Date					
LCPD	1.098	2.004	0.5477x	0.5963x	8.9%
1 month	1.045	2.036	0.5133x	0.5963x	16.2%
3 months	1.017	2.092	0.4863x	0.5963x	22.6%
6 months	1.014	2.103	0.4822x	0.5963x	23.7%
1 year	1.018	2.100	0.4849x	0.5963x	23.0%
3 years	1.103	2.066	0.5339x	0.5963x	11.7%
After the Joint Announcement Date					
From JAD to LPD	1.139	1.850	0.6159x	0.5963x	(3.2%)
LPD	1.224	1.875	0.6526x	0.5963x	(8.6%)

Source: Bloomberg

Note:
(1) Calculated as the Scheme Consideration of S$1.1949 (including the cash component) divided by the Scheme Issue Price of S$2.0039.

(A) Periods up to and including the LCPD (27 December 2021):

We note that the historical exchange ratio prior to the JAD was in the range of 0.4822x to 0.5477x. The Gross Exchange Ratio of 0.5963x represents a premium of 8.9%, 16.2%, 22.6%, 23.7%, 23.0% and 11.7% as compared to the historical exchange ratios implied by the VWAPs of the MNACT Units and the MCT Units for the respective reference periods prior to and including the LCPD.

(B) Period from the JAD up to the LPD (1 January 2022 to 20 April 2022):

We note that the historical exchange ratio was 0.6159x and 0.6526x during the period from the JAD to the LPD and on the LPD respectively. The Gross Exchange Ratio of 0.5963x represents a discount of (3.2%) and (8.6%) respectively as compared to the historical exchange ratios implied by the VWAPs of the MNACT Units and the MCT Units during the period from the JAD to the LPD and on the LPD respectively.

We tabulate below the VWAP of the MNACT Units and the MCT Units, the adjusted exchange ratios implied by the VWAPs and the cash component for the relevant periods, the Net Exchange Ratio and the premium of the Net Exchange Ratio over the adjusted exchange ratios.

Figure 10: Comparison of Net Exchange Ratio to the adjusted exchange ratio

Reference period	MNACT Units VWAP	MCT Units VWAP	Adjusted Exchange Ratio[(1)]	Net Exchange Ratio[(2)]	Premium of Adjusted Exchange Ratio to Net Exchange Ratio
	(A)	(B)	(C) = [(A) – S$0.1912] / (B)	(D)	(E) = [(D)/(C)-1]
Prior to the Joint Announcement Date					
LCPD	1.098	2.004	0.4523x	0.5009x	10.7%
1 month	1.045	2.036	0.4194x	0.5009x	19.4%
3 months	1.017	2.092	0.3949x	0.5009x	26.8%
6 months	1.014	2.103	0.3913x	0.5009x	28.0%
1 year	1.018	2.100	0.3939x	0.5009x	27.2%
3 years	1.103	2.066	0.4413x	0.5009x	13.5%
After the Joint Announcement Date					
From JAD to LPD	1.139	1.850	0.5126x	0.5009x	(2.3%)
LPD	1.224	1.875	0.5506x	0.5009x	(9.0%)

Source: Bloomberg

Notes:
(1) The adjusted exchange ratios are retrospectively adjusted for the cash component, and is calculated as the MNACT Units VWAP for the relevant reference period minus the cash component of S$0.1912 divided by the MCT Units VWAP for the relevant reference period.
(2) The Net Exchange Ratio is calculated as the Scheme Consideration of S$1.1949 minus the cash component of S$0.1912, divided by the Scheme Issue Price of S$2.0039.

(A) Periods up to and including the LCPD (27 December 2021):

The Net Exchange Ratio of 0.5009x is the number of Consideration Units that a single MNACT Unit can be exchanged for, excluding the cash component of S$0.1912. We note that the adjusted exchange ratios prior to the JAD was in the range of 0.3913x to 0.4523x. The Net Exchange Ratio represents a premium of 10.7%, 19.4%, 26.8%, 28.0%, 27.2% and 13.5% to the adjusted exchange ratios implied by the VWAPs of the MNACT Units and the MCT Units for the respective reference periods prior to and including the LCPD.

(B) Period from the JAD up to the LPD (1 January 2022 to 20 April 2022):

We note that the adjusted exchange ratios during the period from the JAD up to the LPD and on the LPD was 0.5126x and 0.5506x respectively. The Net Exchange Ratio of 0.5009x represents a discount of (2.3%) and (9.0%) to the adjusted exchange ratios implied by the VWAPs of the MNACT Units and the MCT Units during the period from the JAD up to the LPD and on the LPD respectively.

7.5 Comparison of the P/NAV multiple implied by the Scheme Consideration with selected comparable S-REITs

We have evaluated selected comparable S-REITs which invest mainly in commercial real estate investments and which are considered to be broadly comparable to MNACT to provide an indication of the current market expectations with respect to the valuation of such trusts as implied by their respective closing market prices as at the LCPD and LPD.

We highlight that the selected comparable S-REITs may not be directly comparable to MNACT in terms of, *inter alia*, business activities, scale of operations, geographical markets, track record, future prospects, asset base, risk profile, client base and other relevant criteria. As a result, any comparisons drawn can serve only as an illustrative guide.

We have compared the Scheme Consideration with the selected comparable S-REITs using their P/NAV multiples as at LCPD and LPD as the key valuation metrics, based upon their respective closing prices and their latest publicly available financial results as at the relevant dates.

Figure 11: Description of Selected Comparable S-REITs

Name	Description
CapitaLand Integrated Commercial Trust	CapitaLand Integrated Commercial Trust is the first and largest REIT listed on SGX-ST with a market capitalisation of S$14.0 billion as at 31 December 2020. It owns and invests in quality income-producing assets primarily used for commercial (including retail and/or office) purpose, located predominantly in Singapore.
Keppel REIT	Keppel REIT is one of Asia's leading REITs with a portfolio of Grade A commercial assets in key business districts pan-Asia. Keppel REIT's objective is to generate stable income and long-term growth for Unitholders by owning and investing in a portfolio of quality income-producing commercial real estate and real estate-related assets in Singapore and pan-Asia.
Frasers Centrepoint Trust	Frasers Centrepoint Trust ("**FCT**") is a leading developer-sponsored retail REIT with total assets of approximately S$6.2 billion. FCT is also one of the largest suburban retail mall owners in Singapore.
Starhill Global REIT	Starhill Global REIT is a Singapore-based real estate investment trust investing primarily in real estate used for retail and office purposes, both in Singapore and overseas.
Suntec Real Estate Investment Trust	Suntec Real Estate Investment Trust is the first composite REIT in Singapore, owning income-producing real estate that is primarily used for office and/or retail purposes.
Lendlease Global Commercial REIT	Lendlease Global Commercial REIT is a Singapore real estate investment trust established with the principal investment strategy of investing, directly or indirectly, in a diversified portfolio of stabilised income-producing real estate assets located globally, which are used primarily for retail and/or office purposes.
SPH REIT	SPH REIT aims to be a premier retail real estate investment trust in Singapore and Asia Pacific, with a portfolio of quality income-producing retail properties.
OUE Commercial REIT	OUE Commercial REIT invests in income-producing real estate used primarily for commercial purposes (including real estate used primarily for office and/or retail purposes) in financial and business hubs, and/or hospitality and/or hospitality-related purposes, as well as real estate-related assets.

Source: Websites of respective S-REITs

Figure 12: Selected Comparable S-REITs

Company	Market Capitalisation as at LPD[(1)] (S$ million)	P/NAV as at LPD[(2)]	P/NAV as at LCPD[(2)]
CapitaLand Integrated Commercial Trust	14,973	1.10x	0.99x
Keppel REIT	4,419	0.91x	0.85x
Frasers Centrepoint Trust	4,083	1.04x	0.99x
Starhill Global REIT	1,331	0.74x	0.80x
Suntec Real Estate Investment Trust	5,190	0.86x	0.72x
Lendlease Global Commercial REIT	1,369	1.42x	1.08x
SPH REIT	2,690	1.04x	1.08x
OUE Commercial REIT	2,234	0.71x	0.75x
Mean		**0.98x**	**0.91x**
Median		**0.98x**	**0.92x**
Maximum		**1.42x**	**1.08x**
Minimum		**0.71x**	**0.72x**
MNACT		1.03x[(7)]	0.89x
Premium / (Discount) to Median		5.1%	(3.3%)
P/NAV implied by the Cash-and-Scrip Consideration		**0.94x[(4)]**	**1.00x[(3)]**
Premium / (Discount) to Median		**(4.1%)**	**8.7%**
P/NAV implied by the Scrip-Only Consideration		**0.93x[(5)]**	**1.00x[(3)]**
Premium / (Discount) to Median		**(5.1%)**	**8.7%**
P/NAV implied by the Cash-Only Consideration		**1.00x[(6)]**	**1.00x[(3)]**
Premium to Median		**2.0%**	**8.7%**

Sources: Bloomberg, Company filings

Notes:

(1) Market capitalisation as at LPD (20 April 2022).

(2) The P/NAV ratio was calculated based on the ratio of the market capitalisation to the NAV of the relevant S-REITs (excluding non-controlling interests and perpetual securities) recorded in the latest published financial statements as of the relevant dates.

(3) Based on the Scheme Consideration of S$1.1949 divided by the NAV per MNACT Unit of S$1.1949. As announced by MNACT on 31 December 2021, pursuant to the independent valuation of the properties of MNACT carried out on 31 October 2021 and after excluding the reported 1HFY21/22 DPU of 3.426 Singapore cents paid on 24 December 2021, the NAV per MNACT Unit would have been S$1.1949 as at 30 September 2021.

(4) Based on the Cash-and-Scrip Consideration as at LPD of S$1.131[16] divided by the NAV per MNACT Unit (excluding the reported 2HFY21/22 DPU of 3.393 Singapore cents) of S$1.197 as at 31 March 2022.

(5) Based on the Scrip-Only Consideration as at LPD of S$1.118[17] divided by the NAV per MNACT Unit (excluding the reported 2HFY21/22 DPU of 3.393 Singapore cents) of S$1.197 as at 31 March 2022.

(6) Based on the Cash-Only Consideration as at LPD of S$1.1949 divided by the NAV per MNACT Unit (excluding the reported 2HFY21/22 DPU of 3.393 Singapore cents) of S$1.197 as at 31 March 2022.

(7) Based on the last closing price of S$1.23 of MNACT Units as at LPD divided by the NAV per MNACT Unit (excluding the reported 2HFY21/22 DPU of 3.393 Singapore cents) of S$1.197 as at 31 March 2022.

[16] Based on the Gross Exchange Ratio of 0.5963 multiplied by the 1-day VWAP of MCT Units of S$1.875 on 20 April 2022.

[17] Based on the sum of: (i) Net Exchange Ratio of 0.5009 multiplied by the 1-day VWAP of MCT Units of S$1.875 on 20 April 2022; and (ii) cash component of S$0.1912.

As at LCPD, we note that the P/NAV multiple of 1.00x implied by the Scheme Consideration of S$1.1949 is within the range and represents a premium of 8.7% to the median P/NAV multiple of the selected comparable S-REITs.

As at LPD, we note that:

(i) the P/NAV multiple of 0.94x implied by the Cash-and-Scrip Consideration of S$1.131 represents a (4.1%) discount to the median P/NAV multiple of the selected comparable S-REITs; and

(ii) the P/NAV multiple of 0.93x implied by the Scrip-Only Consideration of S$1.118 represents a (5.1%) discount to the median P/NAV multiple of the selected comparable S-REITs;

(iii) the P/NAV of 1.00x implied by the Cash-Only Consideration of S$1.1949 represents a premium of 2.0% to the median P/NAV multiple of the selected comparable S-REITs.

7.6 Comparison of the P/NAV multiple implied by the Scheme Consideration with selected comparable S-REITs with Greater China focus

We have evaluated selected comparable S-REITs which invest mainly in commercial real estate investments with Greater China focus which are considered to be broadly comparable to MNACT to provide an indication of the current market expectations with respect to the valuation of such trusts as implied by their respective closing market prices as at the LCPD and LPD.

We highlight that the selected comparable S-REITs with Greater China focus may not be directly comparable to MNACT in terms of, *inter alia*, business activities, scale of operations, geographical markets, track record, future prospects, asset base, risk profile, client base and other relevant criteria. As a result, any comparisons drawn can serve only as an illustrative guide.

We have compared the Scheme Consideration with the selected comparable S-REITs with Greater China focus using their P/NAV multiples as at the LCPD and LPD as the key valuation metrics, based upon their respective closing prices and their latest publicly available financial results as at the relevant dates.

Figure 13: Description of Selected Comparable S-REITs with Greater China focus

Name	Description
CapitaLand China Trust	CapitaLand China Trust is Singapore's largest China-focused REIT. CapitaLand China Trust portfolio constitutes 11 shopping malls, five business park properties and four logistics properties.
Dasin Retail Trust	Dasin Retail Trust is the only China retail property trust listed on SGX-ST providing direct exposure to the Guangdong Hong Kong Macau Greater Bay Area.
Sasseur Real Estate Investment Trust	Sasseur REIT is the first outlet mall REIT to be listed in Asia, with an initial portfolio comprising four retail outlet malls located in the People's Republic of China ("**PRC**"), offering investors the opportunity to invest in the country's fast-growing retail outlet mall sector.
BHG Retail REIT	BHG Retail REIT is the first retail REIT sponsored by an established PRC homegrown retail property operator, Beijing Hualian Department Store Co., Ltd. to be listed on SGX-ST.

Source: Websites of respective S-REITs with Greater China focus

Figure 14: Selected Comparable S-REITs with Greater China focus

Company	Market Capitalisation as at LPD[(1)] (S$ million)	P/NAV as at LPD[(2)]	P/NAV as at LCPD[(2)]
CapitaLand China Trust	1,989	0.77x	0.83x
Dasin Retail Trust[(3)]	238	0.21x	0.25x
Sasseur Real Estate Investment Trust	1,021	0.84x	0.87x
BHG Retail REIT	290	0.62x	0.66x
Mean		**0.74x**	**0.79x**
Median		**0.77x**	**0.83x**
Maximum		**0.84x**	**0.87x**
Minimum		**0.62x**	**0.66x**
MNACT		1.03x[(8)]	0.89x
Premium to Median		33.8%	7.2%
P/NAV implied by the Cash-and-Scrip Consideration		**0.94x[(5)]**	**1.00x[(4)]**
Premium to Median		**22.1%**	**20.5%**
P/NAV implied by the Scrip-Only Consideration		**0.93x[(6)]**	**1.00x[(4)]**
Premium to Median		**20.8%**	**20.5%**
P/NAV implied by the Cash-Only Consideration		**1.00x[(7)]**	**1.00x[(4)]**
Premium to Median		**29.9%**	**20.5%**

Sources: Bloomberg, Company filings

Notes:

(1) Market capitalisation as at LPD (20 April 2022).

(2) The P/NAV ratio was calculated based on the ratio of the market capitalisation to the NAV of the relevant S-REITs (excluding non-controlling interests and perpetual securities) recorded in the latest published financial statements as of the relevant dates.

(3) As Dasin Retail Trust was the subject of regulatory scrutiny due to financial issues, we have considered it to be an outlier and excluded it from our analysis and computation of mean, median, max, min of the above comparables.

(4) Based on the Scheme Consideration of S$1.1949 as at LCPD and the NAV per MNACT unit of S$1.1949. As announced by MNACT on 31 December 2021, pursuant to the independent valuation of the properties of MNACT carried out on 31 October 2021 and after excluding the reported 1HFY21/22 DPU of 3.426 Singapore cents paid on 24 December 2021, the NAV per MNACT Unit would have been S$1.1949 as at 30 September 2021.

(5) Based on the Cash-and-Scrip Consideration as at LPD of S$1.131[18] divided by the NAV per MNACT Unit (excluding the reported 2HFY21/22 DPU of 3.393 Singapore cents) of S$1.197 as at 31 March 2022.

(6) Based on the Scrip-Only Consideration as at LPD of S$1.118[19] divided by the NAV per MNACT Unit (excluding the reported 2HFY21/22 DPU of 3.393 Singapore cents) of S$1.197 as at 31 March 2022.

(7) Based on the Cash-Only Consideration as at LPD of S$1.1949 divided by the NAV per MNACT Unit (excluding the reported 2HFY21/22 DPU of 3.393 Singapore cents) of S$1.197 as at 31 March 2022.

(8) Based on the last closing price of S$1.23 of MNACT Units as at LPD divided by the NAV per MNACT Unit (excluding the reported 2HFY21/22 DPU of 3.393 Singapore cents) of S$1.197 as at 31 March 2022.

[18] Based on the Gross Exchange Ratio of 0.5963 multiplied by the 1-day VWAP of MCT Units of S$1.875 on 20 April 2022.

[19] Based on the sum of: (i) Net Exchange Ratio of 0.5009 multiplied by the 1-day VWAP of MCT Units of S$1.875 on 20 April 2022; and (ii) cash component of S$0.1912.

As at LCPD, we note that the P/NAV multiple of 1.00x implied by the Scheme Consideration of S$1.1949 is higher than the range and represents a premium of 20.5% to the median P/NAV multiple of the selected comparable S-REITs with Greater China focus.

As at LPD, we note that:

(i) the P/NAV multiple of 0.94x implied by the Cash-and-Scrip Consideration of S$1.131 represents a premium of 22.1% to the median P/NAV multiple of the selected comparable S-REITs with Greater China focus;

(ii) the P/NAV multiple of 0.93x implied by the Scrip-Only Consideration of S$1.118 represents a premium of 20.8% to the median P/NAV multiple of the selected comparable S-REITs with Greater China focus; and

(iii) the P/NAV of 1.00x implied by the Cash-Only Consideration of S$1.1949 represents a premium of 29.9% to the median P/NAV multiple of the selected comparable S-REITs with Greater China focus.

7.7 Comparison of the P/NAV multiple implied by the Scheme Consideration with HK-REITs

We have evaluated selected comparable HK-REITs which invest mainly in commercial real estate investments in Hong Kong which are considered to be broadly comparable to MNACT to provide an indication of the current market expectations with respect to the valuation of such trusts as implied by their respective closing market prices as at LPD.

We highlight that the selected comparable HK-REITs may not be directly comparable to MNACT in terms of, *inter alia*, business activities, scale of operations, geographical markets, track record, future prospects, asset base, risk profile, client base and other relevant criteria. As a result, any comparisons drawn can serve only as an illustrative guide.

We have compared MNACT with the selected comparable HK-REITs using their P/NAV multiples as at LPD as the key valuation metrics, based upon their respective closing prices and their latest publicly available financial results as at the relevant dates.

Figure 15: Description of Selected Comparable HK-REITs

Name	Description
Fortune Real Estate Investment Trust	Fortune REIT is the first REIT to hold assets in Hong Kong and is currently listed on the Main Board of The Stock Exchange of Hong Kong Limited. It holds a portfolio of 16 private housing estate retail properties in Hong Kong.
Champion REIT	Champion REIT has been listed on the Hong Kong Stock Exchange since 24 May 2006. Champion REIT owns a portfolio of 2.93 million square feet Grade-A landmark commercial properties in prime locations, including Three Garden Road, Langham Place Office Tower and Langham Place Mall.
Sunlight Real Estate Investment Trust	Sunlight REIT offers investors the opportunity to invest in a diversified portfolio of 11 office and five retail properties in Hong Kong with a total gross rentable area of over 1.2 million sq. ft. The office properties are primarily located in core business area. The retail properties are situated in regional transportation hubs and new towns, as well as in urban areas with high population density.

Source: Websites of respective HK-REITs

Figure 16: Selected Comparable HK-REITs

Company	Market Capitalisation as at LPD[(1)(4)] (S$ million)	P/NAV as at LPD[(2)(4)]	P/NAV as at 24-Dec-21[(2)(7)(8)]
Fortune Real Estate Investment Trust	2,384	0.47x	0.55x
Champion REIT	3,625	0.43x	0.47x
Sunlight Real Estate Investment Trust	1,123	0.45x	0.50x
Mean		**0.45x**	**0.51x**
Median		**0.45x**	**0.50x**
Maximum		**0.47x**	**0.55x**
Minimum		**0.43x**	**0.47x**
MNACT		1.03x[(10)]	0.89x
Premium to Median		128.9%	78.0%
P/NAV implied by the Cash-and-Scrip Consideration		**0.94x[(5)]**	**1.00x[(3)]**
Premium to Median		**108.9%**	**100.0%**
P/NAV implied by the Scrip-Only Consideration		**0.93x[(6)]**	**1.00x[(3)]**
Premium to Median		**106.7%**	**100.0%**
P/NAV implied by the Cash-Only Consideration		**1.00x[(9)]**	**1.00x[(3)]**
Premium to Median		**122.2%**	**100.0%**

Sources: Bloomberg, Company filings

Notes:

(1) Market capitalisation as at LPD (20 April 2022).

(2) The P/NAV ratio was calculated based on the ratio of the market capitalisation to the NAV of the relevant HK-REITs recorded in the latest published financial statements as of the relevant dates.

(3) Based on the Scheme Consideration of S$1.1949 as at LCPD and the NAV per MNACT unit of S$1.1949. As announced by MNACT on 31 December 2021, pursuant to the independent valuation of the properties of MNACT carried out on 31 October 2021 and after excluding the reported 1HFY21/22 DPU of 3.426 Singapore cents paid on 24 December 2021, the NAV per MNACT Unit would have been S$1.1949 as at 30 September 2021.

(4) Exchange rate as at 20 April 2022: HKD:SGD - 1:0.17391.

(5) Based on the Cash-and-Scrip Consideration as at LPD of S$1.131[20] divided by the NAV per MNACT Unit (excluding the reported 2HFY21/22 DPU of 3.393 Singapore cents) of S$1.197 as at 31 March 2022.

(6) Based on the Scrip-Only Consideration as at LPD of S$1.118[21] divided by the NAV per MNACT Unit (excluding the reported 2HFY21/22 DPU of 3.393 Singapore cents) of S$1.197 as at 31 March 2022.

(7) The last market day in Hong Kong prior to the LCPD is 24 December 2021.

(8) Exchange rate as at 27 December 2021: HKD:SGD - 1:0.17440.

(9) Based on the Cash-Only Consideration as at LPD of S$1.1949 divided by the NAV per MNACT Unit (excluding the reported 2HFY21/22 DPU of 3.393 Singapore cents) of S$1.197 as at 31 March 2022.

(10) Based on the last closing price of S$1.23 of MNACT Units as at LPD divided by the NAV per MNACT Unit (excluding the reported 2HFY21/22 DPU of 3.393 Singapore cents) of S$1.197 as at 31 March 2022.

[20] Based on the Gross Exchange Ratio of 0.5963 multiplied by the 1-day VWAP of MCT Units of S$1.875 on 20 April 2022.

[21] Based on the sum of: (i) Net Exchange Ratio of 0.5009 multiplied by the 1-day VWAP of MCT Units of S$1.875 on 20 April 2022; and (ii) cash component of S$0.1912.

As at LCPD, we note that the P/NAV multiple of 1.00x implied by the Scheme Consideration of S$1.1949 is higher than the range and represents a premium of 100.0% to the median P/NAV multiple of the selected comparable HK-REITs.

As at LPD, we note that:

(i) the P/NAV multiple of 0.94x implied by the Cash-and-Scrip Consideration of S$1.131 represents a 108.9% premium to the median P/NAV multiple of the selected comparable HK-REITs;

(ii) the P/NAV multiple of 0.93x implied by the Scrip-Only Consideration of S$1.118 represents a 106.7% premium to the median P/NAV multiple of the selected comparable HK-REITs; and

(iii) the P/NAV of 1.00x implied by the Cash-Only Consideration of S$1.1949 represents a 122.2% premium to the median P/NAV multiple of the selected comparable HK-REITs.

7.8 Comparison of the P/NAV multiple of the MNACT Units with JP-REITs

We have evaluated selected comparable JP-REITs which invest mainly in commercial real estate investments in Japan which are considered to be broadly comparable to MNACT to provide an indication of the current market expectations with respect to the valuation of such trusts as implied by their respective closing market prices as at the LPD.

We highlight that the selected comparable JP-REITs may not be directly comparable to MNACT in terms of, *inter alia*, business activities, scale of operations, geographical markets, track record, future prospects, asset base, risk profile, client base and other relevant criteria. As a result, any comparisons drawn can serve only as an illustrative guide.

We have compared MNACT with the selected comparable JP-REITs using their P/NAV multiples as at LPD as the key valuation metrics, based upon their respective closing prices and their latest publicly available financial results as at the relevant dates.

Figure 17: Description of Selected Comparable JP-REITs

Name	Description
Japan Prime Realty Investment Corporation	Japan Prime Realty became listed on the Tokyo Stock Exchange as the fifth J-REIT, owning assets of over 400 billion yen with a combined portfolio of office and urban retail properties while primarily investing in office properties in Tokyo.
Kenedix Office Investment Corporation	Kenedix Office Investment Corporation became listed on the Real Estate Investment Trust Market of the Tokyo Stock Exchange, Inc. since July 2005, with improved the portfolio quality and accomplished sales and profit growth over the years. Kenedix Office Investment Corporation is focused primarily on mid-sized office buildings in Tokyo.
Ichigo Office REIT	Ichigo Office is a specialized office REIT that focuses on mid-size offices, an asset class that offers both return stability and upside potential. Ichigo Office seeks to drive higher earnings and sustainable growth for its shareholders by increasing the value of its assets through a broad array of value-add activities, including tailored tenant services, structural building improvements, and targeted tenant leasing.
Japan Excellent Inc.	Japan Excellent Inc. has been making investments in office buildings, mainly in the Tokyo metropolitan area and large cities such as Osaka and Nagoya, with consistent objectives of stable growth and maximizing unitholder value from medium- to long-term perspectives.

Source: Websites of respective JP-REITs

Figure 18: Selected Comparable JP-REITs

Company	Market Capitalisation as at LPD[(1)(4)] (S$ million)	P/NAV as at LPD[(2)(4)]	P/NAV as at LCPD[(2)(7)]
Japan Prime Realty Investment Corporation	4,195	1.05x	1.05x
Kenedix Office Investment Corporation	3,222	0.93x	0.91x
Ichigo Office REIT	1,385	0.90x	0.85x
Japan Excellent Inc.	1,879	0.79x	0.84x
Mean		**0.92x**	**0.91x**
Median		**0.92x**	**0.88x**
Maximum		**1.05x**	**1.05x**
Minimum		**0.79x**	**0.84x**
MNACT		1.03x[(9)]	0.89x
Premium to Median		12.0%	1.1%
P/NAV implied by the Cash-and-Scrip Consideration		**0.94x[(5)]**	**1.00x[(3)]**
Premium to Median		**2.2%**	**13.6%**
P/NAV implied by the Scrip-Only Consideration		**0.93x[(6)]**	**1.00x[(3)]**
Premium to Median		**1.1%**	**13.6%**
P/NAV implied by the Cash-Only Consideration		**1.00x[(8)]**	**1.00x[(3)]**
Premium to Median		**8.7%**	**13.6%**

Sources: Bloomberg, Company filings

Notes:

(1) Market capitalisation as at LPD (20 April 2022).

(2) The P/NAV ratio was calculated based on the ratio of the market capitalisation to the NAV (adjusted for the latest appraised values) of the relevant JP-REITs recorded in the latest published financial statements as of the relevant dates.

(3) Based on the Scheme Consideration of S$1.1949 as at LCPD and the NAV per MNACT unit of S$1.1949. As announced by MNACT on 31 December 2021, pursuant to the independent valuation of the properties of MNACT carried out on 31 October 2021 and after excluding the reported 1HFY21/22 DPU of 3.426 Singapore cents paid on 24 December 2021, the NAV per MNACT Unit would have been S$1.1949 as at 30 September 2021.

(4) Exchange rate as at 20 April 2022: JPY:SGD - 1:0.01065.

(5) Based on the Cash-and-Scrip Consideration as at LPD of S$1.131[22] divided by the NAV per MNACT Unit (excluding the reported 2HFY21/22 DPU of 3.393 Singapore cents) of S$1.197 as at 31 March 2022.

(6) Based on the Scrip-Only Consideration as at LPD of S$1.118[23] divided by the NAV per MNACT Unit (excluding the reported 2HFY21/22 DPU of 3.393 Singapore cents) of S$1.197 as at 31 March 2022.

(7) Exchange rate as at 27 December 2021: JPY:SGD – 1:0.01181.

(8) Based on the Cash-Only Consideration as at LPD of S$1.1949 divided by NAV per MNACT Unit (excluding the reported 2HFY21/22 DPU of 3.393 Singapore cents) of S$1.197 as at 31 March 2022.

(9) Based on the last closing price of S$1.23 of MNACT Units as at LPD divided by the NAV per MNACT Unit (excluding the reported 2HFY21/22 DPU of 3.393 Singapore cents) of S$1.197 as at 31 March 2022.

[22] Based on the sum of: (i) Net Exchange Ratio of 0.5009 multiplied by the 1-day VWAP of MCT Units of S$1.875 on 20 April 2022; and (ii) cash component of S$0.1912.

[23] Based on the Gross Exchange Ratio of 0.5963 multiplied by the 1-day VWAP of MCT Units of S$1.875 on 20 April 2022.

As at LCPD, we note that the P/NAV multiple of 1.00x implied by the Scheme Consideration of S$1.1949 is higher than the range and represents a 13.6% premium to the median P/NAV multiple of the selected comparable JP-REITs.

As at LPD, we note that:

(i) the P/NAV multiple of 0.94x implied by the Cash-and-Scrip Consideration of S$1.131 represents a premium of 2.2% to the median P/NAV multiple of the selected comparable JP-REITs;

(ii) the P/NAV multiple of 0.93x implied by the Scrip-Only Consideration of S$1.118 represents a premium of 1.1% to the median P/NAV multiple of the selected comparable JP-REITs; and

(iii) the P/NAV of 1.00x implied by the Cash-Only Consideration of S$1.1949 represents a premium of 8.7% to the median P/NAV multiple of the selected comparable JP-REITs.

7.9 Comparison with precedent S-REIT mergers

We have compiled details of selected S-REIT mergers in the five-year period preceding the LCPD in the tables below.

We note that the S-REITs set out in this table may not be directly comparable to either MNACT or MCT in terms of, *inter alia*, their business activities, scale of operations, geographical markets, track record, future prospects, asset base, risk profile, customer base and other relevant criteria.

We note further that there may be commercial and financial merits specific to each of the transactions noted. The premium that an offeror will pay in respect of any particular takeover depends on various factors including, *inter alia*, the offeror's intention for the target, the potential synergy that the offeror can derive from the target, the presence of competing bids, prevailing market conditions and sentiment, the attractiveness and profitability of the target's business and assets and existing and desired level of control in the target. As a result, any comparisons to be drawn can serve only as an illustrative guide.

Figure 19: Comparison of offer price over the respective VWAPs of the selected precedent S-REIT mergers

Ann. Date	Target	Acquirer	Premium / (discount) of offer price over the					
			Last Closing Price	1-month VWAP	3-month VWAP	6-month VWAP	12-month VWAP	NAV
15-Oct-21[1]	ALOG[8]	ESR-REIT	3.7%	4.5%	6.2%	10.7%	24.4%	44.8%
16-Jul-20[2]	Sabana REIT[9]	ESR-REIT	4.7%	4.7%	9.8%	11.9%	0.6%	(26.4%)
22-Jan-20[3]	CCT[10]	CMT	0.0%	4.1%	4.8%	3.2%	5.2%	16.7%
02-Dec-19[4]	FCOT[11]	FLT	0.6%	3.6%	3.1%	3.5%	8.2%	3.1%
03-Jul-19[5]	A-H Trust[12]	Ascott REIT	11.5%	13.8%	18.9%	24.0%	31.8%	7.0%
08-Apr-19[6]	OUE H-Trust[13]	OUE-CT	1.6%	3.0%	4.5%	6.7%	0.4%	(0.4%)
18-May-18[7]	VIT[14]	ESR-REIT	2.1%	2.1%	0.7%	1.5%	8.0%	26.3%
Mean			**3.5%**	**5.1%**	**6.9%**	**8.8%**	**11.2%**	**10.2%**
Median			**2.1%**	**4.1%**	**4.8%**	**6.7%**	**8.0%**	**7.0%**
Maximum			**11.5%**	**13.8%**	**18.9%**	**24.0%**	**31.8%**	**44.8%**
Minimum			**0.0%**	**2.1%**	**0.7%**	**1.5%**	**0.4%**	**(26.4%)**
	MNACT	**MCT**	**7.6%**	**14.4%**	**17.5%**	**17.8%**	**17.3%**	**0.0%[15]**

Sources: Bloomberg, relevant SGX-ST filings, respective companies' announcements and scheme documents

Notes:

(1) On 15 October 2021, ESR-REIT and ARA LOGOS Logistics Trust ("**ALOG**") jointly announced the proposed merger of ESR-REIT and ALOG by way of a trust scheme of arrangement.

(2) On 16 July 2020, ESR-REIT and Sabana REIT ("**Sabana**") jointly announced the proposed merger of ESR-REIT and Sabana by way of a trust scheme of arrangement. The merger has lapsed and was not completed.

(3) On 22 January 2020, CapitaLand Mall Trust ("**CMT**") and CapitaLand Commercial Trust ("**CCT**") jointly announced the proposed merger of CMT and CCT by way of a trust scheme of arrangement.

(4) On 2 December 2019, Frasers Logistics and Industrial Trust ("**FLT**") and Frasers Commercial Trust ("**FCOT**") jointly announced the proposed merger of FLT and FCOT by way of a trust scheme of arrangement.

(5) On 3 July 2019, Ascott Residence Trust ("**Ascott REIT**") and Ascendas Hospitality Trust ("**A-H Trust**") jointly announced the proposed merger of Ascott REIT and A-H Trust by way of a trust of scheme of arrangement.

(6) On 8 April 2019, OUE Commercial REIT ("**OUE-CT**") and OUE Hospitality Trust ("**OUE H-Trust**") jointly announced the proposed merger of OUE-CT and OUE H-Trust by way of a trust scheme of arrangement.

(7) On 18 May 2018, ESR-REIT and Viva Industrial Trust ("**VIT**") jointly announced the proposed merger of ESR and VIT by way of a trust scheme of arrangement.

(8) Premium implied by the revised offer price is based on ALOG's NAV per unit of S$0.670 as at 31 December 2021 and the scheme consideration of S$0.970 for each ALOG unit.

(9) Premium implied by the offer price is based on Sabana's NAV per unit of S$0.512 as at 30 June 2020 and the scheme consideration of S$0.377 for each Sabana unit.

(10) Premium implied by the offer price is based on CCT's NAV per unit as at 31 December 2019 of S$1.82 and the scheme consideration of S$2.1238 for each CCT unit.

(11) Premium implied by the offer price is based on the FCOT's NAV per unit as at 30 September 2019 of S$1.629 and the scheme consideration of S$1.680 per FCOT unit.

(12) Premium implied by the offer price is based on A-H Trust's NAV per unit as at 31 March 2019 of S$1.016 and the scheme consideration of S$1.0868 per A-H Trust unit.

(13) Premium implied by the offer price is based on OUE H-Trust's NAV per unit as at 31 December 2018 of S$0.75 and the scheme consideration of S$0.747 per OUE H-Trust unit.

(14) Premium implied by the offer price is based on VIT's NAV per unit as at 31 March 2018 of S$0.760 and the scheme consideration of S$0.960 per VIT unit.

(15) Based on the Scheme Consideration of S$1.1949 as at LCPD and the NAV per MNACT unit of S$1.1949. As announced by MNACT on 31 December 2021, pursuant to the independent valuation of the properties of MNACT carried out on 31 October 2021 and after excluding the reported 1HFY21/22 DPU of 3.426 Singapore cents paid on 24 December 2021, the NAV per MNACT Unit would have been S$1.1949 as at 30 September 2021.

We note that the premia of 7.6%, 14.4%, 17.5%, 17.8% and 17.3% as implied by the Scheme Consideration of S$1.1949 to the last closing price, one-month, three-month, six-month, twelve-month VWAPs respectively are higher than the corresponding mean and median premia for the precedent S-REIT mergers. In addition, we note that the premium of 14.4% in respect of the one-month VWAP is higher than the corresponding range of premia for the precedent S-REIT mergers, while the premia in respect of the last closing price, three-month, six-month and twelve-month VWAPs are within the corresponding range of premia for the precedent S-REIT mergers.

The Scheme Consideration of S$1.1949 being equivalent to the NAV per MNACT Unit[24] as at 30 September 2021 is lower than the mean and median and within the range of premia to NAV for the precedent S-REIT mergers.

Figure 20: Comparison of gross exchange ratio over the historical exchange ratio implied by the VWAPs of the selected precedent S-REIT mergers

			Premium / (discount) of gross exchange ratio over the historical exchange ratios implied by VWAP[(1)(9)]				
Ann. Date	**Target**	**Acquirer**	**1-day VWAP on the last closing price date**	**1-month VWAP**	**3-month VWAP**	**6-month VWAP**	**12-month VWAP**
15-Oct-21[(2)]	ALOG	ESR-REIT	(1.1%)	0.0%	1.1%	0.5%	9.0%
16-Jul-20[(3)]	Sabana REIT	ESR-REIT	1.5%	3.6%	0.7%	1.0%	0.0%
22-Jan-20[(4)]	CCT	CMT	(0.2%)	(0.4%)	1.2%	1.9%	1.6%
02-Dec-19[(5)]	FCOT	FLT	7.0%	3.5%	2.8%	1.7%	2.2%
03-Jul-19[(6)]	A-H Trust	Ascott REIT	12.5%	12.7%	11.2%	11.5%	12.9%
08-Apr-19[(7)]	OUE H-Trust	OUE-CT	3.2%	1.0%	(0.4%)	(1.5%)	(3.7%)
18-May-18[(8)]	VIT	ESR-REIT	6.2%	6.1%	11.1%	7.6%	8.8%
Mean			**4.2%**	**3.8%**	**4.0%**	**3.3%**	**4.4%**
Median			**3.2%**	**3.5%**	**1.2%**	**1.7%**	**2.2%**
Maximum			**12.5%**	**12.7%**	**11.2%**	**11.5%**	**12.9%**
Minimum			**(1.1%)**	**(0.4%)**	**(0.4%)**	**(1.5%)**	**(3.7%)**
	MNACT	**MCT**	**8.9%**	**16.2%**	**22.6%**	**23.7%**	**23.0%**

Sources: Bloomberg, relevant SGX-ST filings, respective companies' announcements and scheme documents

[24] As announced by MNACT on 31 December 2021, pursuant to the independent valuation performed on 31 October 2021 on MNACT's investment properties and joint venture held as at 30 September 2021 and after excluding the reported 1HFY21/22 DPU of 3.426 Singapore cents paid on 24 December 2021, the NAV per MNACT Unit would have been S$1.1949 as at 30 September 2021.

Notes:

(1) Based on the difference between the gross exchange ratio for the respective precedent S-REIT merger and the historical exchange ratio as implied by the VWAP of the target and the VWAP of the acquirer for each of the respective periods.
(2) Based on the gross exchange ratio of 1.970x as announced in the revised scheme consideration as at 22 January 2022.
(3) Based on the gross exchange ratio of 0.940x as set out in the scheme document of Sabana REIT dated 12 November 2020.
(4) Based on the gross exchange ratio of 0.820x as set out in the scheme document of CCT dated 4 September 2020.
(5) Based on the gross exchange ratio of 1.355x as set out in the scheme document of FCOT dated 14 February 2020.
(6) Based on the gross exchange ratio of 0.836x as set out in the scheme document of A-H Trust dated 26 September 2019.
(7) Based on the gross exchange ratio of 1.430x as set out in the circular of OUE-CT dated 10 July 2019.
(8) Based on the gross exchange ratio of 1.778x as set out in the scheme document of VIT dated 7 August 2018.
(9) Historical pricing and volume are adjusted to reflect spin-off, stock splits/considerations, stock dividend/bonus, and right offerings/entitlement.

We note that the premia of 8.9%, 16.2%, 22.6%, 23.7% and 23.0% as implied by the Gross Exchange Ratio of 0.5963x to the historical exchange ratio as implied by the VWAPs of MCT Units and MNACT Units in the respective periods are higher than the corresponding mean and median premia for the precedent S-REIT mergers.

7.10 Independent valuation of MNACT properties

We have reviewed the valuation reports prepared by the MNACT Valuers as at 31 October 2021 and 31 March 2022 and note that valuation methodology and assumptions applied in the 31 March 2022 valuation reports have been assessed by the MCT 805 Auditor. We understand that in determining the fair market value of the MNACT Properties, the independent valuers have considered the potential recovery of the Greater China markets.

7.11 Research analyst target prices for MNACT Units

In our analysis, we have also reviewed the latest publicly available price targets for MNACT Units by equity research analysts as of the LCPD, which are by no means exhaustive. We wish to highlight that the price targets for MNACT Units in the reports represent the views of the research analyst based on the circumstances prevailing at the date of the publication of the respective research analyst reports, which may change over time as a result of changes in market conditions or developments in MNACT between LCPD and LPD. As a result, any comparisons drawn can serve only as an illustrative guide.

Figure 21: MNACT Units Research Analyst Target Prices as at LCPD

Research analyst	Date	Recommendation	Target Price (S$)
CGS-CIMB	24-Nov-21	Buy	1.13
HSBC	29-Oct-21	Hold	1.08
OCBC	29-Oct-21	Buy	1.15
DBS	11-Oct-21	Buy	1.30
Mean			**1.17**
Median			**1.14**
Maximum			**1.30**
Minimum			**1.08**
Scheme Consideration as at LCPD			**S$1.1949**
Premium to median			**4.8%**

Source: Equity research reports

We note that the Scheme Consideration of S$1.1949 as at LCPD represents a premium of 4.8% to the median and is within the range of the latest analyst research target prices as at LCPD.

7.12 Cash component of Scheme Consideration

Pursuant to the Trust Scheme, the Scheme Consideration will be paid in either (a) 0.5963 Consideration Units under the Scrip-Only Consideration or (b) a combination of 0.5009 Consideration Units (that is, 84% of the Scheme Consideration of S$1.1949 as at LCPD) and S$0.1912 in cash (that is, 16% of the Scheme Consideration of S$1.1949 as at LCPD) under the Cash-and-Scrip Consideration or (c) S$1.1949 in cash under the Cash-Only Consideration.

MIPL, as sponsor of MCT and MNACT, has provided an undertaking to elect to receive Scrip-only Consideration in respect of all its MNACT Units.

We have compared this aspect of the structure of Scheme Consideration against the equivalent structure of selected precedent amalgamations of S-REITs. We note that these selected precedent transactions may not be directly comparable to the Trust Scheme in terms of, *inter alia*, business activities, scale of operations, geographical markets, track record, future prospects, asset base, risk profile, customer base and other relevant criteria and that there may have been specific commercial and financial merits to each precedent transaction. As a result, any comparison drawn can serve only as an illustrative guide.

Figure 22: Scheme consideration components for selected precedent S-REIT mergers

Ann. Date	Target	Acquirer	Cash Component	Unit Component
15-Oct-21[(1)]	ALOG	ESR-REIT	10%	90%
16-Jul-20[(2)]	Sabana REIT	ESR-REIT	-	100%
22-Jan-20[(3)]	CCT	CMT	12%[(8)]	88%[(8)]
02-Dec-19[(4)]	FCOT	FLT	9%	91%
03-Jul-19[(5)]	A-H TRUST	Ascott REIT	5%	95%
08-Apr-19[(6)]	OUE H-Trust	OUE-CT	5%	95%
18-May-18[(7)]	VIT	ESR-REIT	10%	90%
31-Dec-21	**MNACT**	**MCT**		
	Scrip-Only Consideration		**0%**	**100%**
	Cash-and-Scrip Consideration		**16%**	**84%**
	Cash-Only Consideration		**100%**	**0%**

Sources: Bloomberg, relevant SGX-ST filings, respective companies' announcements, circulars and offer documents

Notes:
(1) On 15 October 2021, ESR-REIT and ALOG jointly announced the proposed merger of ESR-REIT and ALOG by way of a trust scheme of arrangement.
(2) On 16 July 2020, ESR-REIT and Sabana jointly announced the proposed merger of ESR-REIT and Sabana by way of a trust scheme of arrangement. The merger has lapsed and was not completed.
(3) On 22 January 2020, CMT and CCT jointly announced the proposed merger of CMT and CCT by way of a trust scheme of arrangement.
(4) On 2 December 2019, FLT and FCOT jointly announced the proposed merger of FLT and FCOT by way of a trust scheme of arrangement.
(5) On 3 July 2019, Ascott REIT and A-H Trust jointly announced the proposed merger of Ascott REIT and A-H Trust by way of a trust of scheme of arrangement.
(6) On 8 April 2019, OUE-CT and OUE H-Trust jointly announced the proposed merger of OUE-CT and OUE H-Trust by way of a trust scheme of arrangement.
(7) On 18 May 2018, ESR-REIT and VIT jointly announced the proposed merger of ESR and VIT by way of a trust scheme of arrangement.
(8) At the joint announcement date (22 January 2020), the cash component was 12% using the price of S$2.59 per CMT unit (closing price on 21 January 2020). On the scheme document date (4 September 2020), the cash component was 16% using the price of S$1.90 per CMT unit (closing price on 26 August 2020).

Under the Cash-and-Scrip Consideration, we note that the proportion of the Scheme Consideration to be paid in cash of 16% is higher than the range of cash components of between 0% to 12% paid in the seven selected precedent S-REIT mergers.

Under the Cash-Only Consideration, we note that the cash component is higher than the range of cash components of between 0% to 12% paid in the seven selected precedent S-REIT mergers.

The introduction of the alternative Cash-Only Consideration option under the revised Trust Scheme, which is equivalent to the NAV per MNACT Unit[25] gives higher certainty to MNACT Unitholders amidst prevailing market conditions and provides greater flexibility to MNACT Unitholders to elect the form of the Scheme Consideration that is most suited to their investment needs. Under the revised Trust Scheme, MNACT Unitholders who elect to receive the Cash-Only Consideration will receive S$1.1949 in cash per MNACT Unit, regardless of whether the MCT Units trade above or below S$2.0039. MNACT Unitholders will have increased flexibility to benefit from the three forms of the Scheme Consideration whose implied value (based on the Scheme Issue Price) is equivalent to the NAV per MNACT Unit. MNACT Unitholders who wish to stay invested in the Merged Entity may continue to elect to receive the Scheme Consideration in the form of the Scrip-Only Consideration or the Cash-and-Scrip Consideration, while those who wish to fully realise their investment may now elect to receive the Cash-Only Consideration.

Evaluation of whether the MCT Units as implied by the Scheme Issue Price are fairly valued

7.13 Market quotations and liquidity of the MCT Units

We have considered the liquidity and free float of MCT relative to the 30 STI Companies as at the LCPD in order to evaluate whether the historical market prices of the MCT Units provide a meaningful benchmark and reference point for a comparison with the Scheme Issue Price.

The table below outlines the Past 12M ADT Volume and the Past 12M ADT Value up to the LCPD Date of the MCT Units and of the 30 STI Companies:

Figure 23: Liquidity analysis of the MCT Units and the 30 STI Companies

No.	Company name	Market Cap.[(1)] (S$m)	Free Float (%)	Free Float Shares (m)	Past 12M ADT Volume[(2)] ('000)	Past 12M ADT Value[(3)] (S$'000)	Past 12M ADT Volume/ Free Float[(2)] (%)	Past 12M ADT Value/ Market Cap.[(3)] (%)
1	DBS Group Holdings Ltd	83,471	52.34	1,344	3,982	116,346	0.30	0.14
2	Jardine Matheson Holdings Ltd	54,518	33.37	241	236	18,949	0.10	0.03
3	Oversea-Chinese Banking Corp Ltd	50,846	85.17	3,826	5,335	61,905	0.14	0.12
4	United Overseas Bank Ltd	44,692	85.20	1,424	2,429	62,401	0.17	0.14
5	Singapore Telecommunications Ltd	38,303	47.69	7,874	28,231	67,987	0.36	0.18
6	Wilmar International Ltd	25,621	29.10	1,832	6,917	33,132	0.38	0.13
7	CapitaLand Investment Ltd/Singapore	17,274	47.55	2,445	10,660	35,936	0.44	0.21
8	Thai Beverage PCL	16,704	23.45	5,890	24,724	17,715	0.42	0.11

[25] MNACT's NAV per unit as of 30 September 2021 is S$1.1949 after applying the following adjustments: (i) excluding MNACT's reported 1H FY21/22 DPU of 3.426 Singapore cents paid on 24 December 2021; and (ii) assuming valuation of MNACT's investment properties and joint venture held as of 30 September 2021 is based on valuation as of 31 October 2021 as announced on 31 December 2021.

9	Hongkong Land Holdings Ltd	16,374	49.53	1,156	2,137	13,992	0.18	0.09
10	Singapore Airlines Ltd	14,630	66.65	1,978	8,110	40,751	0.41	0.28
11	CapitaLand Integrated Commercial Trust	13,217	76.57	5,056	17,983	38,066	0.36	0.29
12	Ascendas Real Estate Investment Trust	12,257	42.93	1,802	11,814	35,693	0.66	0.29
13	Singapore Technologies Engineering Ltd	11,583	49.01	1,526	4,158	16,026	0.27	0.14
14	Singapore Exchange Ltd	9,939	99.90	1,068	2,814	28,567	0.26	0.29
15	Genting Singapore Ltd	9,290	47.07	5,679	27,350	22,704	0.48	0.24
16	Keppel Corp Ltd	9,280	78.91	1,436	3,398	18,021	0.24	0.19
17	Mapletree Logistics Trust	8,986	70.69	3,303	11,767	23,247	0.36	0.26
18	Jardine Cycle & Carriage Ltd	8,142	24.03	95	383	8,345	0.40	0.10
19	Mapletree Industrial Trust	7,103	77.10	2,051	7,151	19,910	0.35	0.28
20	Mapletree Commercial Trust	6,645	60.72	2,017	7,583	15,928	0.38	0.24
21	City Developments Ltd	6,094	56.65	514	2,403	17,493	0.47	0.29
22	UOL Group Ltd	5,944	75.66	639	1,042	7,629	0.16	0.13
23	Frasers Logistics & Commercial Trust	5,478	71.73	2,637	9,426	13,819	0.36	0.25
24	Venture Corp Ltd	5,297	92.89	270	1,012	19,422	0.38	0.37
25	Yangzijiang Shipbuilding Holdings Ltd	5,179	70.13	2,751	30,171	39,460	1.10	0.76
26	Dairy Farm International Holdings Ltd	5,140	22.22	301	717	3,820	0.24	0.07
27	SATS Ltd	4,331	59.68	670	2,153	8,794	0.32	0.20
28	Keppel DC REIT	4,133	79.55	1,364	6,041	15,617	0.44	0.38
29	Sembcorp Industries Ltd	3,560	50.34	896	4,169	8,177	0.47	0.23
30	ComfortDelGro Corp Ltd	2,990	99.83	2,163	12,518	20,057	0.58	0.67
	Mean	**16,901**	**60.86**	**2,142**	**8,561**	**28,330**	**0.37**	**0.24**
	Median	**9,285**	**60.20**	**1,664**	**5,688**	**19,666**	**0.36**	**0.22**
	Maximum	**83,471**	**99.90**	**7,874**	**30,171**	**116,346**	**1.10**	**0.76**
	Minimum	**2,990**	**22.22**	**95**	**236**	**3,820**	**0.10**	**0.03**
	MCT	**6,645**	**60.72**	**2,017**	**7,583**	**15,928**	**0.38**	**0.24**

Source: Bloomberg

Notes:

(1) All figures are as at the LCPD.

(2) Average daily trading volume as a percentage of free float is computed taking the Past 12M ADT Volume up to the LCPD divided by free float number of shares.

(3) Average daily trading value as a percentage of market capitalisation is computed taking the Past 12M ADT Value up to the LCPD divided by market capitalisation of the companies.

We note the following in respect of the liquidity of the MCT Units:

(i) The Past 12M ADT Volume for the MCT Units, as a percentage of MCT's free float, is marginally higher than the mean and median of the 30 STI companies, and falls within the range of the 30 STI Companies; and

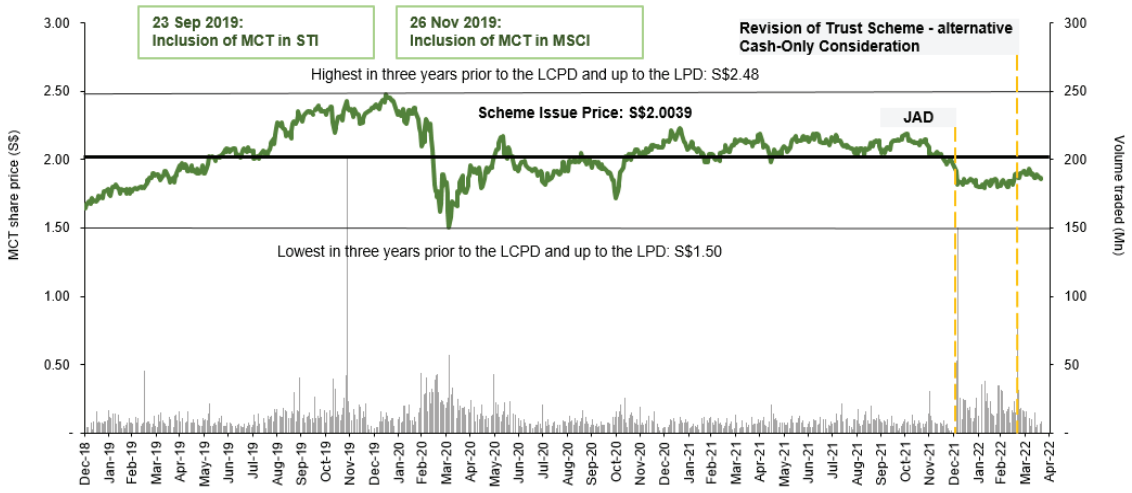
(ii) The Past 12M ADT Value for the MCT Units, as a percentage of MCT's market capitalisation, is equal to the mean and marginally higher than the median of the 30 STI companies, and falls within the range of the 30 STI Companies.

The above analysis indicates that MCT Units is reasonably liquid in the twelve months leading up to the LCPD. We conclude that the market prices for the MCT Units provide a meaningful benchmark and reference point for the comparison with the Scheme Issue Price.

7.14 Historical market performance and trading activity of MCT Units

We have compared the Scheme Issue Price of S$2.0039 as at LCPD against the market price and trading volumes for the MCT Units for the three-year period prior to the LCPD and up to the LPD in the chart below.

Figure 24: Historical MCT Unit Price(1)



Source: Bloomberg

Note:
(1) "**MCT Unit Price**" refers to the closing price of the MCT Units on the relevant dates.

We note that the Scheme Issue Price of S$2.0039 is within the range of the highest and lowest MCT Unit Prices[26] of S$2.48 and S$1.50 respectively, in the three-year period prior to the LCPD and up to the LPD. The inclusion of MCT in the STI and the MSCI Singapore Index on 23 Sept 2019 and 26 Nov 2019 respectively had a positive impact on the MCT Unit Price.

[26] Based on the closing price of MCT Units.

A summary of announcements relating to MCT three years prior to the JAD are as follows:

Figure 25: Selected MCT announcements

No	Date	Details
1	20-Apr-2022	Announcement of financial results for the Second Half and Full Financial Year 2021/2022 ending 31 March 2022.
2	21-Mar-2022	Announcement of the revision of Trust Scheme and inclusion of alternative Cash-Only Consideration.
3	28-Jan-2022	Announcement of the Whitewash Waiver and Amendment to the Implementation Agreement.
4	26-Jan-2022	Announcement of Earnings Results for the nine months ended 31 December 2021.
5	31-Dec-2021	Announcement of the Proposed Merger of MCT and MNACT by way of a Trust Scheme of Arrangement.
6	27-Oct-2021	Valuation of properties under MCT Group as at 30 September 2021.
7	27-Oct-2021	Announcement of Earnings Results for the half year ended September 30, 2021 with NPI of S$189.9 million compared to S$171.5 million a year ago.
8	23-Jul-2021	Announcement of Unaudited Group Earnings Results for the First Quarter Ended June 30, 2021, with NPI of S$96.9 million compared to S$78.9 million a year ago.
9	27-Apr-2021	Announcement of Unaudited Consolidated Earnings Results for the second half year (2H FY20/21) Ended March 31, 2021, with NPI of S$205.6 million compared to S$201.9 million a year ago; For the Full Year Ended March 31, 2021, NPI was of S$377 million compared to S$377.9 million a year ago.
10	27-Jan-2021	Announcement of Earnings Results for the YTD FY20/21 results Ended December 31, 2020, with NPI of S$275.9 million compared to S$279.4 million a year ago.
11	22-Oct-2020	Announcement of Earnings Results for the half year ended September 30, 2020 with NPI of S$171.5 million compared to S$176.1 million a year ago.
12	23-Jul-2020	Announcement of Unaudited Group Earnings Results for the First Quarter Ended June 30, 2020, with NPI of S$78.9 million compared to S$88.3 million a year ago.
13	22-Apr-2020	Announcement of Unaudited Consolidated Earnings Results for the Fourth Quarter Ended March 31, 2020, with NPI of S$98.6 million compared to S$87.6 million a year ago; For the Full Year Ended March 31, 2020, NPI was of S$377.9 million compared to S$347.6 million a year ago.
14	22-Jan-2020	Announcement of Earnings Results for the Third Quarter Ended December 31, 2019, with NPI of S$103.3 million compared to S$87.9 million a year ago.
15	18-Nov-2019	Announcement of issuance of S$250 million 3.05% fixed rate notes due 2029 under S$3,000 million multicurrency medium term note programme.
16	01-Nov-2019	Announcement of the completion of the acquisition of Mapletree Business City Pte Ltd. from Heliconia Realty Pte Ltd and Mapletree Dextra Pte. Ltd. for approximately S$880 million.
17	24-Oct-2019	Announcement of MCT's removal from the FTSE All-World Index (USD).
18	21-Oct-2019	Announcement of the securing of MCT's first S$670 million Green Loan.
19	17-Oct-2019	Announcement of the completion of a Follow-on Equity Offering in the amount of S$918.5 million, comprising approximately S$458.0 million from the Private Placement and approximately S$460.5 million from the Preferential Offering.
20	16-Oct-2019	Announcement of proposed equity fund raising comprising an offering of 406,482,840 new units in MCT (the “New Units”) to raise gross proceeds of no less than S$902.3 million.
21	15-Oct-2019	Announcement of Earnings Results for the Second Quarter Ended September 30, 2019 with NPI of S$87.7 million compared to S$86.3 million a year ago; For the half year ended September 30, 2019, NPI was S$176.1 million compared to S$172.2 million a year ago.
22	27-Sep-2019	Announcement of a conditional share purchase agreement to acquire Mapletree Business City Pte Ltd. from Heliconia Realty Pte Ltd and Mapletree Dextra Pte. Ltd. for approximately S$880 million.
23	25-Jul-2019	Announcement of Unaudited Group Earnings Results for the First Quarter Ended June 30, 2019, with NPI of S$88.3 million compared to S$86 million a year ago.
24	23-Apr-2019	Announcement of Unaudited Consolidated Earnings Results for the Fourth Quarter Ended March 31, 2019, with NPI of S$87.6 million compared to S$84.3 million a year ago; For the Full Year Ended March 31, 2019, NPI was of S$347.6 million compared to S$338.9 million a year ago.

No	Date	Details
25	18-Mar-2019	Announcement of MCT's inclusion (SGX:N2IU) into FTSE All-World Index (USD).
26	23-Jan-2019	Announcement of Earnings Results for the Third Quarter Ended December 31, 2018, with NPI of S$87.9 million compared to S$86 million a year ago.

Source: Company Announcements

We have tabulated below a comparison of the Scheme Issue Price of S$2.0039 as at LCPD with the price performance of the MCT Units for a range of reference periods:

Figure 26: Comparison of VWAPs of the MCT Units against the Scheme Issue Price of S$2.0039 for the Considerations Units

Reference period	Highest traded price (S$)	Lowest traded price (S$)	VWAP[1]	Premium of Scheme Issue Price of Consideration Units to VWAP of the MCT Units[2]
Prior to Joint Announcement Date				
LCPD	2.020	1.990	2.004	-
Last 1 month	2.120	1.960	2.036	(1.6%)
Last 3 months	2.200	1.960	2.092	(4.2%)
Last 6 months	2.210	1.960	2.103	(4.7%)
Last 1 year	2.250	1.940	2.100	(4.6%)
Last 3 years	2.480	1.460	2.066	(3.0%)
After the Joint Announcement Date				
From JAD to LPD	1.970	1.780	1.850	8.3%
LPD	1.890	1.870	1.875	6.8%

Source: Bloomberg

Notes:

(1) Historical pricing and volume are adjusted to reflect spin-off, stock splits/considerations, stock dividend/bonus, and right offerings/entitlement.

(2) The premium of Scheme Issue Price of Consideration Units as compared to the VWAP of the MCT Units is calculated using the following formula: [(The Scheme Issue Price of Consideration Units as at LCPD / VWAP of the MCT Units for the relevant period) – 1]. For example, the premium of Scheme Issue Price of the Consideration Units as compared to 1-month VWAP of the MCT Units is calculated by [(2.0039/2.036)-1] = -0.01558 (-1.6%).

(A) Periods up to and including the LCPD (27 December 2021):

We note that the Scheme Issue Price of S$2.0039 as at LCPD represents a discount of (1.6%), (4.2%), (4.7%), (4.6%) and (3.0%) as compared to the VWAP for the MCT Units for last one-month, three-month, six-month, one-year, three-year periods respectively, prior to and including the LCPD. We note that the Scheme Issue Price of S$2.0039 is the 1-day VWAP of the MCT Units on the LCPD.

(B) Period from the JAD up to the LPD (1 January 2022 to 20 April 2022):

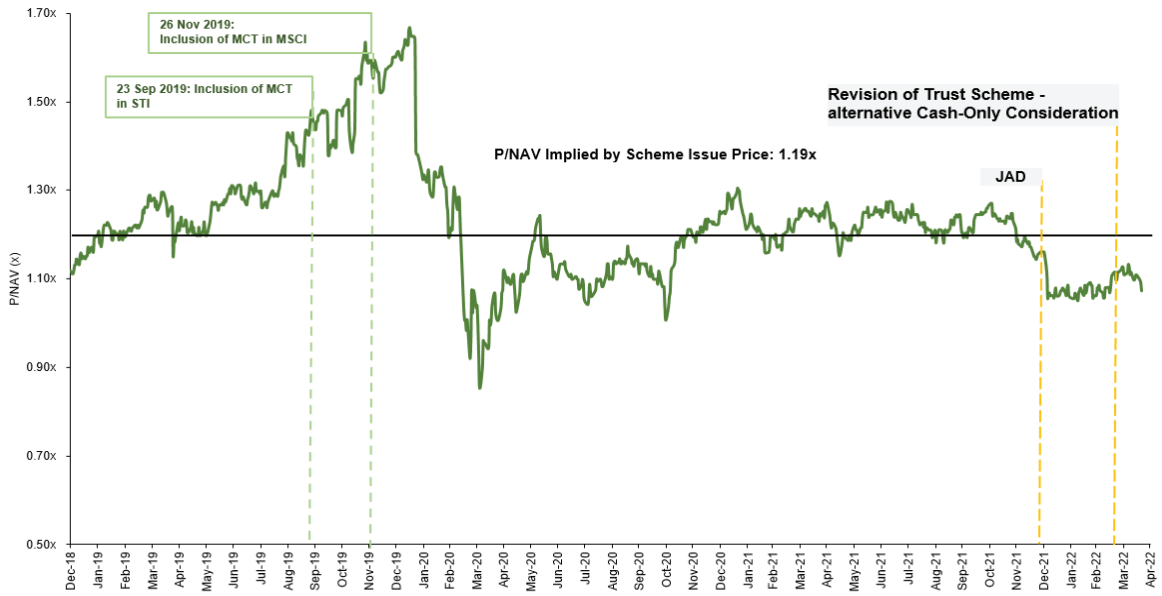
During the period from the JAD to the LPD, MCT Units traded between a low of S$1.78 to a high of S$1.97. Due to the decline in market prices of MCT Units from the LCPD to the LPD, we note that the Scheme Issue Price of S$2.0039 represents a premium of 8.3% and 6.8% as compared to the VWAP for the MCT Units during the period from the JAD to the LPD and on the LPD.

7.15 Trailing latest P/NAV multiples of the MCT Units relative to the P/NAV multiple implied by the Scheme Issue Price

We have compared the Scheme Issue Price with the NAV per MCT Unit as at LCPD and over the three-year prior to LCPD and up to the LPD.

We note that CBRE Pte. Ltd. and Jones Lang LaSalle Property Consultants Pte Ltd (the "**MCT Valuers**") have undertaken desktop valuations as at 31 March 2022 as described in Paragraph 2.3 in the Letter to MNACT Unitholders. Further, as described in Paragraph 4 of the Letter to MNACT Unitholders, the MNACT 805 Auditor has performed an audit on the Statement of Investment Properties of MCT Group, including by, among other things, reviewing the valuation reports as at 31 March 2022 in respect of the desktop valuations of the MCT Properties. Based on the valuation reports of the MCT Properties, the MCT NAV as at 30 September 2021 (appraised as of 30 September 2021) and the MCT NAV as at 31 March 2022 (appraised as of 31 March 2022) reflect the latest market valuations of the underlying properties. We have used these respective NAV numbers for our analysis.

Figure 27: Latest P/NAV multiples of the MCT Units over the three-year period prior to LCPD and up to the LPD



Source: Bloomberg

Figure 28: P/NAV multiples of the MCT Units for selected periods

MCT P/NAV[(1)] as of													
		Last 6-months				Last 1-year				Last 3-years			
LPD	LCPD	Mean	Median	Max	Min	Mean	Median	Max	Min	Mean	Median	Max	Min
1.07x	1.16x	1.22x	1.23x	1.27x	1.14x	1.23x	1.23x	1.31x	1.14x	1.24x	1.22x	1.67x	0.85x

Source: Bloomberg, Company filings

Note:
(1) The "**P/NAV**" ratio was calculated based on the ratio of the market capitalisation to the NAV recorded in the latest published financial statements as of the relevant dates.

Figure 29: P/NAV multiples implied by the Scheme Issue Price

Basis	NAV per MCT Unit (S$)	Scheme Issue Price (S$)	P/NAV implied by the Scheme Issue Price
As at LCPD			
NAV as at 30 September 2021 (as reported)	1.72	2.0039	1.17x
NAV as at 30 September 2021 (excluding 1H FY21/22 DPU of 4.39 Singapore cents)	1.68	2.0039	1.19x
As at LPD			
NAV as at 31 March 2022 (as reported)	1.74	2.0039	1.15x
NAV as at 31 March 2022 (excluding 2H FY21/22 DPU of 5.14 Singapore cents)	1.69	2.0039	1.18x

(A) Periods up to and including the LCPD (27 December 2021):

Based on the NAV per MCT Unit of S$1.68, we note that the P/NAV multiple of 1.19x implied by the Scheme Issue Price of S$2.0039 as at LCPD is within the range of the P/NAV multiples in the six-month, one-year and three-year periods prior to and including the LCPD. Furthermore, it represents a discount of (3.3%) to the median P/NAV multiple of 1.23x in the six-month and one-year period, and a discount of (2.5%) to the median P/NAV multiple of 1.22x in the three-year period prior to and including the LCPD.

(B) As at LPD (20 April 2022):

We note that the P/NAV multiple of 1.18x implied by the Scheme Issue Price of S$2.0039 as at LPD represents a discount of (0.8%) as compared to the P/NAV multiple of 1.19x implied by the Scheme Issue Price of S$2.0039 as at LCPD. Furthermore, it represents a discount of (4.1%) to the median P/NAV multiple of 1.23x in the six-month and one-year period, and a discount of (3.3%) to the median P/NAV multiple of 1.22x in the three-year period prior to and including the LCPD. It is at a premium of 10.3% to the P/NAV multiple of MCT Units of 1.07x as at LPD.

7.16 Comparison of the P/NAV multiple implied by the Scheme Issue Price with selected comparable retail S-REITs

We have compared MCT with the same selected comparable S-REITs which invest mainly in real estate investments and are broadly comparable to MCT as well, using the key valuation metrics based upon their respective closing prices and their latest publicly available financial results as at the relevant dates.

We highlight that the selected comparable S-REITs may not be directly comparable to MCT in terms of, *inter alia*, business activities, scale of operations, geographical markets, track record, future prospects, asset base, risk profile, client base and other relevant criteria. As a result, any comparisons drawn can serve only as an illustrative guide.

Figure 30: Description of Selected Comparable S-REITs

Name	Description
CapitaLand Integrated Commercial Trust	CapitaLand Integrated Commercial Trust is the first and largest REIT listed on SGX-ST with a market capitalisation of S$14.0 billion as at 31 December 2020. It owns and invests in quality income-producing assets primarily used for commercial (including retail and/or office) purpose, located predominantly in Singapore.
Keppel REIT	Keppel REIT is one of Asia's leading REITs with a portfolio of Grade A commercial assets in key business districts pan-Asia. Keppel REIT's objective is to generate stable income and long-term growth for Unitholders by owning and investing in a portfolio of quality income-producing commercial real estate and real estate-related assets in Singapore and pan-Asia.
Frasers Centrepoint Trust	Frasers Centrepoint Trust is a leading developer-sponsored retail REIT with total assets of approximately S$6.2 billion. FCT is also one of the largest suburban retail mall owners in Singapore.
Starhill Global REIT	Starhill Global REIT is a Singapore-based real estate investment trust investing primarily in real estate used for retail and office purposes, both in Singapore and overseas.
Suntec Real Estate Investment Trust	Suntec Real Estate Investment Trust is the first composite REIT in Singapore, owning income-producing real estate that is primarily used for office and/or retail purposes.
Lendlease Global Commercial REIT	Lendlease Global Commercial REIT is a Singapore real estate investment trust established with the principal investment strategy of investing, directly or indirectly, in a diversified portfolio of stabilised income-producing real estate assets1 located globally, which are used primarily for retail and/or office purposes.
SPH REIT	SPH REIT aims to be a premier retail real estate investment trust in Singapore and Asia Pacific, with a portfolio of quality income-producing retail properties.
OUE Commercial REIT	OUE Commercial REIT invests in income-producing real estate used primarily for commercial purposes (including real estate used primarily for office and/or retail purposes) in financial and business hubs, and/or hospitality and/or hospitality-related purposes, as well as real estate-related assets.

Source: Websites of respective S-REITs

Figure 31: Selected Comparable S-REITs

Company	Market Capitalisation as at LPD[1] (S$ million)	P/NAV as at LPD[2]	P/NAV as at LCPD[2]
CapitaLand Integrated Commercial Trust	14,973	1.10x	0.99x
Keppel REIT	4,419	0.91x	0.85x
Frasers Centrepoint Trust	4,083	1.04x	0.99x
Starhill Global REIT	1,331	0.74x	0.80x
Suntec Real Estate Investment Trust	5,190	0.86x	0.72x
Lendlease Global Commercial REIT	1,371	1.42x	1.08x
SPH REIT	2,690	1.04x	1.08x
OUE Commercial REIT	2,234	0.71x	0.75x
Mean		**0.98x**	**0.91x**
Median		**0.98x**	**0.92x**
Maximum		**1.42x**	**1.08x**
Minimum		**0.71x**	**0.72x**
P/NAV implied by the Scheme Issue Price		**1.18x[4]**	**1.19x[3]**
Premium to Median		**20.4%**	**29.3%**

Sources: Bloomberg, Company filings

Notes:
(1) Market capitalisation as at LPD (20 April 2022).
(2) The P/NAV ratio was calculated based on the ratio of the market capitalisation to the NAV of the relevant S-REITs (excluding non-controlling interests and perpetual securities) recorded in the latest published financial statements as of the relevant dates.
(3) Based on the Scheme Issue Price of S$2.0039 divided by the NAV per MCT Unit (excluding MCT's reported 1H FY21/22 DPU of 4.39 Singapore cents) of S$1.680 as at 30 September 2021.
(4) Based on the Scheme Issue Price of S$2.0039 divided by the NAV per MCT Unit (excluding the reported 2HFY21/22 DPU of 5.14 Singapore cents) of S$1.69 as at 31 March 2022.

As at LCPD, we note that the P/NAV multiple of 1.19x implied by the Scheme Issue Price of S$2.0039 is higher than the range and represents a 29.3% premium to the median P/NAV multiple of the selected comparable S-REITs.

As at LPD, we note that the P/NAV multiple of 1.18x implied by the Scheme Issue Price of S$2.0039 is within the range and represents a 20.4% premium to the median P/NAV multiple of the selected comparable S-REITs.

7.17 Independent valuation of MCT properties

We have reviewed the valuation reports prepared by the MCT Valuers as at 31 March 2022 and note that valuation methodology and assumptions applied in the 31 March 2022 valuation reports have been assessed by the MNACT 805 Auditor.

7.18 Research analyst target prices for MCT Units

In our analysis, we have also reviewed the latest publicly available price targets for MCT Units by equity research analysts as of the LCPD, which are by no means exhaustive. We wish to highlight that the price targets for MCT Units in the reports represent the views of the research analyst based on the circumstances prevailing at the date of the publication of the respective research analyst reports, which may change over time as a result of changes in market conditions or developments in MCT between LCPD and LPD. As a result, any comparisons drawn can serve only as an illustrative guide.

Figure 32: MCT Units Research Analyst Target Prices as at LCPD

Research analyst	Date	Recommendation	Target Price (S$)
Jefferies	29-Oct-21	Buy	2.40
Credit Suisse	28-Oct-21	Neutral	2.24
DBS	28-Oct-21	Buy	2.45
HSBC	28-Oct-21	Hold	2.20
J.P. Morgan	28-Oct-21	Overweight	2.35
Maybank Securities	28-Oct-21	Buy	2.35
Mean			**2.33**
Median			**2.35**
Maximum			**2.45**
Minimum			**2.20**
Scheme Issue Price			**S$2.0039**
Discount to median			**(14.7%)**

Source: Equity research reports

We note that the Scheme Issue Price of S$2.0039 represents a (14.7%) discount to the median and is below the range of the latest analyst research target prices as at LCPD.

Evaluation of other relevant key considerations relating to the Merger

7.19 Rationale for the Merger

The proposed Merger is beneficial from strategic, operational and financial perspectives. The Merged Entity will be well positioned to navigate the changing macro environment and capitalise on an expected recovery from COVID-19.

Strategically, the Merger is expected to be a transformative merger combining strength and growth potential to create a flagship Asian commercial REIT with stability and scale. The Merged Entity will be a proxy to key gateway markets of Asia that is anchored by a high quality and diversified commercial portfolio. The Merged Entity is expected to have a higher trading liquidity arising from an improved free float and stronger index representation, ultimately benefitting all unitholders of the Merged Entity.

Operational synergies can be realised through the implementation of best practices across the enlarged platform and the integration and cross-pollination of the MCT and MNACT teams across core functions and geographies. In addition, with access to both tenants of MCT and MNACT, the Merged Entity will have the ability to provide choice locations for tenants across Singapore and other parts of North Asia.

From a financial perspective, the Merger will be beneficial to both MCT and MNACT Unitholders. For MNACT Unitholders, the Scheme Consideration is at a premium to MNACT's historical trading price[27] and in line with NAV (as at Joint Announcement Date), provides an attractive and immediate cash benefit, and offers superior total returns as compared to benchmark instruments[28].

Through the Merger, MCT and MNACT will be able to tap on the next stage of growth almost immediately to build an even stronger platform and to deliver sustainable value to all unitholders.

7.20 Inclusion of an alternative Cash-Only Consideration

Both the MCT Manager and the MNACT Manager believe that the introduction of the alternative Cash-Only Consideration option gives higher certainty to MNACT Unitholders amidst prevailing market conditions and provide greater flexibility for MNACT Unitholders to elect the form of the Scheme Consideration that is most suited to their investment needs, without prejudice to the interests of the MCT Unitholders. Under the revised Trust Scheme, MNACT Unitholders who elect to receive the Cash-Only Consideration will receive S$1.1949 in cash per MNACT Unit, regardless of whether the MCT Units trade above or below S$2.0039. MNACT Unitholders will have increased flexibility to benefit from the three forms of the Scheme Consideration whose implied value (based on the Scheme Issue Price) is equivalent to the NAV per MNACT Unit. MNACT Unitholders who wish to stay invested in the Merged Entity may continue to elect to receive the Scheme Consideration in the form of the Scrip-Only Consideration or the Cash-and-Scrip Consideration, while those who wish to fully realise their investment may now elect to receive the Cash-Only Consideration.

The introduction of the Cash-Only Consideration will have no incremental debt financing requirements, no increase in the maximum number of new MCT Units to be issued, nor impact on the aggregate leverage of MCT and the Merged Entity above that which was already required or would result under the Trust Scheme, as the MIPL Undertaking will satisfy the additional cash requirement to fund the Cash-Only Consideration. For more information, please refer to the Revision Joint Announcement dated 21 March 2022.

7.21 Assurance given by the SSA 805 opinion provided by the MNACT 805 Auditor

The MNACT Manager and the MNACT Trustee have not commissioned any valuation of the properties held by MCT and its subsidiaries, and the MCT Manager and the MCT Trustee have not commissioned any valuation of the properties held by MNACT and its subsidiaries, for the purposes of the Trust Scheme. However, the MNACT Manager and the MNACT Trustee have appointed the MNACT 805 Auditor to perform an audit, in accordance with the Singapore Standard on Auditing 805 (Revised) on Special Considerations – Audits of Single Financial Statements and Specific Elements, Accounts or Items of a Financial Statement, on the Statement of Investment

[27] Please refer to Paragraph 3.1 (e)(ii) of the Letter to MNACT Unitholders.
[28] Please refer to Paragraph 3.1 (e)(iii) of the Letter to MNACT Unitholders.

Properties of MCT Group[29], including by, among other things, reviewing the valuation reports as at 31 March 2022 commissioned by the MCT Manager in respect of the desktop valuations of the MCT Properties (the "**MNACT 805 Audit**").

The intention of carrying out such audit is to give additional comfort to MNACT Unitholders that the Statement of Investment Properties of MCT Group as at 31 March 2022, have been prepared, in all material respects, in accordance with the relevant accounting policies of the MCT Group and were stated at fair values as at 31 March 2022 respectively.

Pursuant to the MNACT 805 Audit, the MNACT 805 Auditor has rendered an unqualified opinion.

Please refer to Appendix H to this Scheme Document for a copy of the MNACT 805 Auditor's Opinion.

In the course of our evaluation, we have held discussions with the MNACT 805 Auditor and have considered their opinion in reaching our recommendation. We have relied upon that opinion and have not independently verified such information, whether written or verbal and accordingly cannot and do not warrant and do not accept any responsibility for the accuracy, completeness and adequacy of such information in reaching that opinion.

7.22 Financial Effects of the Merger

The pro forma financial effects of the Merger are set out in Paragraph 7 of the Letter to MNACT Unitholders.

For MNACT Unitholders, the pro forma impacts on DPU and NAV for the Scrip-Only Consideration and the Cash-and-Scrip Consideration are unaffected by the Cash-Only Consideration. We note that (i) the Cash-Only Consideration will be funded by the same amount of acquisition debt and perpetual securities as the Cash-and-Scrip Consideration option, with the remainder funded by the Preferential offering under the Cash-Only Consideration option or scrip component under the Cash-and-Scrip Consideration option, (ii) the same number of MCT Units will be issued at the same Scheme Issue Price of S$2.0039 for both the Preferential offering and the scrip component of the Cash-and-Scrip Consideration option, with the acquisition debt and perpetual securities assumptions remaining constant and (iii) assuming the Cash-Only Consideration of S$1.1949 is reinvested at the same Scheme Issue Price, the resulting pro forma DPU and NAV per unit attributable to MNACT Unitholders will be equivalent to that in the Cash-and-Scrip Consideration option.

Pro Forma DPU

We note that, on the basis presented and using the assumptions made, the pro forma DPU attributable to the holder of one MNACT Unit for the financial year ended 31 March 2022 would have been 5.93 Singapore cents (assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration) and 6.07 Singapore cents (assuming all MNACT Unitholders except for MIPL Entities elect to receive the Cash-and-Scrip Consideration or assuming all MNACT Unitholders except for MIPL Entities elect to receive the Cash-Only Consideration), assuming the Merger had been completed on 1 April 2021. This is approximately 0.89 and 0.75 Singapore cents (representing 13.0%

[29] Statement of Investment Properties of MCT Group means the statement prepared by the MCT Manager setting out the carrying values of its investment properties as at 31 March 2022, and related notes.

and 11.0% respectively) lower than the reported distribution of 6.819 Singapore cents which MNACT Unitholders would have received for the same period.

We note that, on the basis presented and using the assumptions made, the pro forma DPU attributable to the holder of one MNACT Unit for the financial year ended 31 March 2021 would have been 5.60 Singapore cents (assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration) and 5.67 Singapore cents (assuming all MNACT Unitholders except for MIPL Entities elect to receive the Cash-and-Scrip Consideration or assuming all MNACT Unitholders except for MIPL Entities elect to receive the Cash-Only Consideration), assuming the Merger had been completed on 1 April 2020. This is 0.58 and 0.51 Singapore cents (representing 9.3% and 8.2% respectively) lower than the reported distribution of 6.175 Singapore cents which MNACT Unitholders would have received for the same period.

As disclosed in Paragraph 3.1(e)(ii) of the Letter to MNACT Unitholders, the Scheme Consideration implies a premium of 8.49 to 18.07 Singapore cents over various trading periods in the last 12 months prior to the JAD, which is significantly higher than the change in distribution for both FY21/22 and FY20/21 periods.

We note that pro forma DPU attributable to MNACT Unitholders is based on the Merged Entity's pro forma DPU multiplied by the gross exchange ratio of 0.5963x, which assumes that the Cash-Only Consideration of S$1.1949 based on 100.0% of the S$1.1949 Scheme Consideration is reinvested in MCT Units at the Scheme Issue Price of S$2.0039. Assuming MNACT Unitholders do not reinvest in MCT Units, they will not be entitled to the Merged Entity's pro forma DPU post-Merger.

Pro Forma NAV

We note that, on the basis presented and using the assumptions made, the pro forma NAV per unit for the holder of one MNACT unit as at 31 March 2022 would have been S$1.08 for all Scrip-Only Consideration, Cash-and-Scrip Consideration and Cash-Only Consideration scenarios, which is 11.7 Singapore cents or 9.8% lower than the NAV per MNACT Unit[30] of S$1.197 as at 31 March 2022.

We note that, on the basis presented and using the assumptions made, the pro forma NAV per unit for the holder of one MNACT unit as at 31 March 2021 would have been S$1.09 for all Scrip-Only Consideration, Cash-and-Scrip Consideration and Cash-Only Consideration scenarios, which is 15.1 Singapore cents or 12.2% lower than the NAV per MNACT Unit[31] of S$1.241 as at 31 March 2021.

We note that pro forma NAV per unit attributable to MNACT Unitholders is based on the Merged Entity's pro forma NAV per unit multiplied by the gross exchange ratio of 0.5963x, which assumes that the Cash-Only Consideration of S$1.1949 based on 100.0% of the S$1.1949 Scheme Consideration is reinvested in MCT Units at the Scheme Issue Price of S$2.0039. Assuming MNACT Unitholders do not reinvest in MCT Units, they will not be entitled to the Merged Entity's pro forma NAV per unit post-Merger.

[30] Based on MNACT's NAV per Unit of S$1.231 as at 31 March 2022 and excludes MNACT's reported 2H FY21/22 DPU of 3.393 Singapore cents to be paid on 19 May 2022.
[31] Based on MNACT's NAV per Unit of S$1.274 as at 31 March 2021 and excludes MNACT's reported 2H FY20/21 DPU of 3.299 Singapore cents.

Pro Forma Aggregate Leverage

Following the merger, on the basis presented and using the assumptions made, the pro forma aggregate leverage of the Merged Entity as at 31 March 2022 would have been 37.5% (assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration) and 38.8% (assuming all MNACT Unitholders except for MIPL Entities elect to receive the Cash-and-Scrip Consideration or assuming all MNACT Unitholders except for MIPL Entities elect to receive the Cash-Only Consideration), as compared to the existing aggregate leverage of MNACT of 41.5%.

Following the merger, on the basis presented and using the assumptions made, the pro forma aggregate leverage of the Merged Entity as at 31 March 2021 would have been 38.0% (assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration) and 39.2% (assuming all MNACT Unitholders except for MIPL Entities elect to receive the Cash-and-Scrip Consideration or assuming all MNACT Unitholders except for MIPL Entities elect to receive the Cash-Only Consideration), as compared to the existing aggregate leverage of MNACT of 41.5%[32].

7.23 Other Considerations

We understand from the MNACT Manager that, as at the LPD, the Merger is the only offer that has been received for the entire portfolio of MNACT.

We understand that the MCT Manager has removed the proposed amendments to MCT's management fee structure as a Condition to the Trust Scheme. For MNACT Unitholder, this removes a Condition to the Merger, which MNACT Unitholders are not voting on.

We understand that in determining the fair market value of the MNACT Properties, the independent valuers have considered the potential recovery of the Greater China markets.

We note that by voting in favour of the Trust Scheme, the MNACT Unitholders will be regarded as having waived their rights to a general offer by MCT and its concert parties to acquire the MNACT Units under the Code and are agreeing to MCT and its concert parties acquiring or consolidating effective control of MCT without having to make a general offer.

We note that upon the occurrence of certain circumstances set out in Paragraph 4.8 of the Letter to MNACT Unitholders, the MCT Trustee shall have the right at its discretion to elect at any time, subject to prior consultation with the SIC, to proceed with the Merger by way of a voluntary conditional offer to acquire all the MNACT Units, in lieu of proceeding with the Merger by way of the Trust Scheme (the "**Switch Option**"). The Switch Option shall be subject to certain conditions set out in Paragraph 4.8 of the Letter to MNACT Unitholders.

We note that if the Trust Scheme Resolution is passed at the Trust Scheme Meeting, an application will be made to seek approval from the SGX-ST to delist and remove MNACT from the Official List of the SGX-ST upon the Trust Scheme becoming effective and binding in accordance with its terms. MNACT Unitholders should note that by voting in favour of the Trust Scheme Resolution, MNACT will, subject to the approval of the SGX-ST, be delisted from the Official List of the SGX-ST if the Trust Scheme becomes effective and binding in accordance with its terms.

[32] Based on net borrowings, as reported.

We note that both MNACT and MCT have the right to terminate the Trust Scheme prior to the Effective Date in the events set out in Paragraph 4.5 of the Letter to MNACT Unitholders.

8. OUR RECOMMENDATION

In arriving at our recommendation, we have taken into account the following factors which we consider to have a significant bearing on our assessment of the financial terms of the Trust Scheme. The following factors should be read in connection with, and interpreted, in the full context of this letter:

Evaluation of the MNACT Units and the Scheme Consideration

Market quotations and liquidity of the MNACT Units

(1) There is sufficient liquidity in the trading of the MNACT Units and the historical market prices of the MNACT Units provide a meaningful benchmark and reference point for the comparison with the Scheme Consideration;

Historical market performance and trading activity of MNACT Units

(2) The Scheme Consideration of S$1.1949 is within the range of the highest and lowest price of the MNACT Unit Prices[33] of S$1.47 and S$0.70 respectively, in the three-year period prior to the LCPD and up to the LPD;

(3) The Scheme Consideration of S$1.1949 represents a premium of 14.4%, 17.5%, 17.8%, 17.3% and 8.3% as compared to the VWAP of the MNACT Units for the last one-month, three-month, six-month, one-year, three-year periods prior to and including the LCPD respectively and a premium of 7.6% and 8.9% as compared to the last traded price of the MNACT Units and VWAP on the LCPD. From the JAD to the LPD, MNACT Units traded between a low of S$1.03 and a high of S$1.24 with a VWAP of S$1.139. The traded price of MNACT Units increased to above S$1.1949 on 21 March 2022, which was the day that the Revision Joint Announcement was released. The Scheme Consideration of S$1.1949 represents a premium of 4.9% and discount of (2.4%) as compared to the VWAPs of the MNACT Units from the JAD up to the LPD and on the LPD respectively;

Trailing latest P/NAV multiples of the MNACT Units

(4) During the period up to and including the LCPD, the P/NAV multiple of 1.00x implied by the Scheme Consideration of S$1.1949 is higher than the trailing P/NAV multiples of the MNACT Units most of the time in the three-year period prior to the LCPD and represents a premium of 23.5% to the median of the P/NAV multiple of 0.81x in the six-month, one-year and three-year periods prior to and including the LCPD. Furthermore, the P/NAV multiple of 1.00x is higher than the range of the six-month and one-year trailing P/NAV multiples and within the range of the three-year trailing P/NAV multiplies. It is also at a premium of 12.4% to the P/NAV multiple of MNACT Units of 0.89x as at LCPD;

[33] Based on the closing price of MNACT Units.

(5) As at LPD, (i) the P/NAV multiple of 0.93x implied by the Scrip-Only Consideration of S$1.118 as at LPD represents a premium of 14.8% to the median P/NAV multiple of 0.81x in the six-month, one-year and three-year periods prior to and including the LCPD and is higher than the range of the six-month and one-year trailing P/NAV multiples and within the range of the three-year trailing P/NAV multiples. It is at a discount of (10.0%) to the P/NAV multiple of MNACT Units of 1.03x as at LPD; (ii) the P/NAV multiple of 0.94x implied by the Cash-and-Scrip Consideration of S$1.131 as at LPD represents a premium of 16.0% to the median P/NAV multiple of 0.81x in the six-month, one-year and three-year periods prior to and including the LCPD and is higher than the range of the six-month and one-year trailing P/NAV multiples and within the range of the three-year trailing P/NAV multiples. It is at a discount of (8.7%) to the P/NAV multiple of MNACT Units of 1.03x as at LPD; (iii) the P/NAV multiple of 1.00x implied by the Cash-Only Consideration of S$1.1949 as at LPD represents a premium of 23.5% to the median P/NAV multiple of 0.81x in the six-month, one-year and three-year periods prior to and including the LCPD and is higher than the range of the six-month and one-year trailing P/NAV multiples and within the range of the three-year trailing P/NAV multiples. It is at a discount of (3.0%) to the P/NAV multiple of MNACT Units of 1.03x as at LPD.

Gross Exchange Ratio and Net Exchange Ratio Analysis

(6) The Gross Exchange Ratio of 0.5963x represents a premium of 8.9%, 16.2%, 22.6%, 23.7%, 23.0% and 11.7% as compared to the historical exchange ratios implied by the VWAPs of MNACT Units and MCT Units for the respective reference periods prior to and including the LCPD. The Gross Exchange Ratio of 0.5963x represents a discount of (3.2%) and (8.6%) respectively as compared to the historical exchange ratios implied by the VWAPs of the MNACT Units and the MCT Units during the period from the JAD to the LPD and on the LPD respectively;

(7) The Net Exchange Ratio of 0.5009x represents a premium of 10.7%, 19.4%, 26.8%, 28.0%, 27.2% and 13.5% to the adjusted exchange ratios implied by the VWAPs of the MNACT Units and the MCT Units for the respective reference periods prior to and including the LCPD. The Net Exchange Ratio of 0.5009x represents a discount of (2.3%) and (9.0%) to the adjusted exchange ratios implied by the VWAPs of the MNACT Units and the MCT Units during the period from the JAD up to the LPD and on the LPD respectively;

Comparison with S-REITs

(8) As at LCPD, the P/NAV multiple of 1.00x implied by the Scheme Consideration of S$1.1949 is within the range and represents a premium of 8.7% to the median P/NAV multiple of the selected comparable S-REITs;

(9) As at LPD, (i) the P/NAV multiple of 0.94x implied by the Cash-and-Scrip Consideration of S$1.131 represents a (4.1%) discount to the median P/NAV multiple of the selected comparable S-REITs; (ii) the P/NAV multiple of 0.93x implied by the Scrip-Only Consideration of S$1.118 represents a (5.1%) discount to the median P/NAV multiple of the selected comparable S-REITs; (iii) the P/NAV of 1.00x implied by the Cash-Only Consideration of S$1.1949 represent a 2.0% premium to the median P/NAV multiple of the selected comparable S-REITs;

Comparison with S-REITs with Greater China focus

(10) As at LCPD, the P/NAV multiple of 1.00x implied by the Scheme Consideration of S$1.1949 is higher than the range and represents a premium of 20.5% to the median P/NAV multiple of the selected comparable S-REITs with Greater China focus;

(11) As at LPD, (i) the P/NAV multiple of 0.94x implied by the Cash-and-Scrip Consideration of S$1.131 represents a premium of 22.1% to the median P/NAV multiple of the selected comparable S-REITs with Greater China focus; (ii) the P/NAV multiple of 0.93x implied by the Scrip-Only Consideration of S$1.118 represents a premium of 20.8% to the median P/NAV multiple of the selected comparable S-REITs with Greater China focus; and (iii) the P/NAV of 1.00x implied by the Cash-Only Consideration of S$1.1949 represents a premium of 29.9% to the median P/NAV multiple of the selected comparable S-REITs with Greater China focus;

Comparison with HK-REITs

(12) As at LCPD, the P/NAV multiple of 1.00x implied by the Scheme Consideration of S$1.1949 is higher than the range and represents a premium of 100.0% to the median P/NAV multiple of the selected comparable HK-REITs;

(13) As at LPD, (i) the P/NAV multiple of 0.94x implied by the Cash-and-Scrip Consideration of S$1.131 represents a 108.9% premium to the median P/NAV multiple of the selected comparable HK-REITs; (ii) the P/NAV multiple of 0.93x implied by the Scrip-Only Consideration of S$1.118 represents a 106.7% premium to the median P/NAV multiple of the selected comparable HK-REITs; and (iii) the P/NAV of 1.00x implied by the Cash-Only Consideration of S$1.1949 represents a 122.2% premium to the median P/NAV multiple of the selected comparable HK-REITs;

Comparison with JP-REITs

(14) As at LCPD, the P/NAV multiple of 1.00x implied by the Scheme Consideration of S$1.1949 is higher than the range and represents a 13.6% premium to the median P/NAV multiple of the selected comparable JP-REITs;

(15) As at LPD, (i) the P/NAV multiple of 0.94x implied by the Cash-and-Scrip Consideration of S$1.131 represents a premium of 2.2% to the median P/NAV multiple of the selected comparable JP-REITs; (ii) the P/NAV multiple of 0.93x implied by the Scrip-Only Consideration of S$1.118 represents a premium of 1.1% to the median P/NAV multiple of the selected comparable JP-REITs; and (iii) the P/NAV of 1.00x implied by the Cash-Only Consideration of S$1.1949 represents a 8.7% premium to the median P/NAV multiple of the selected comparable JP-REITs;

Comparison with precedent S-REIT mergers

(16) The premia of 7.6%, 14.4%, 17.5%, 17.8% and 17.3% as implied by the Scheme Consideration of S$1.1949 to the last closing price, one-month, three-month, six-month and twelve-month VWAPs respectively are higher than the corresponding mean and median premia for the precedent S-REIT mergers. In addition, the premium of 14.4% in respect of the one-month VWAP is higher than the corresponding range of premia for the precedent S-REIT mergers, while the premia in respect of the last closing price, three-month, six-month and twelve-month VWAPs are within the corresponding range of premia for the precedent S-REIT mergers;

(17) The Scheme Consideration of S$1.1949 being equivalent to the NAV per MNACT Unit[34] is lower than the mean and median and within the range of premia to NAV for the precedent S-REIT mergers;

(18) The premia of 8.9%, 16.2%, 22.6%, 23.7% and 23.0% as implied by the Gross Exchange Ratio of 0.5963x to the historical exchange ratio as implied by the VWAPs of MCT Units and MNACT Units in the respective periods are higher than the corresponding mean and median premia for the precedent S-REIT mergers;

(19) We have reviewed the independent valuation reports of MNACT prepared by the MNACT Valuers as at 31 October 2021 and 31 March 2022;

(20) The Scheme Consideration of S$1.1949 represents a premium of 4.8% to the median and is within the range of the latest analyst research target prices as at LCPD;

(21) Under the Cash-and-Scrip Consideration option, the proportion of the Scheme Consideration to be paid in cash of 16% is higher than the range of cash components of between 0% to 12% paid in the seven selected precedent amalgamations of S-REITs. Under the Cash-Only Consideration, the cash component is higher than the range of cash components of between 0% to 12% paid in the seven selected precedent S-REIT mergers.

[34] As announced by MNACT on 31 December 2021, pursuant to the independent valuation performed on 31 October 2021 on MNACT's investment properties and joint venture held as at 30 September 2021 and after excluding the reported 1HFY21/22 DPU of 3.426 Singapore cents paid on 24 December 2021, the NAV per MNACT Unit would have been S$1.1949 as at 30 September 2021.

The introduction of the alternative Cash-Only Consideration option under the revised Trust Scheme, which is equivalent to the NAV per MNACT Unit[35] gives higher certainty to MNACT Unitholders amidst prevailing market conditions and provides greater flexibility to MNACT Unitholders to elect the form of the Scheme Consideration that is most suited to their investment needs. Under the revised Trust Scheme, MNACT Unitholders who elect to receive the Cash-Only Consideration will receive S$1.1949 in cash per MNACT Unit, regardless of whether the MCT Units trade above or below S$2.0039. MNACT Unitholders will have increased flexibility to benefit from the three forms of the Scheme Consideration whose implied value (based on the Scheme Issue Price) is equivalent to the NAV per MNACT Unit. MNACT Unitholders who wish to stay invested in the Merged Entity may continue to elect to receive the Scheme Consideration in the form of the Scrip-Only Consideration or the Cash-and-Scrip Consideration, while those who wish to fully realise their investment may now elect to receive the Cash-Only Consideration.

Evaluation of MCT Units and the Scheme Issue Price

Market quotations and liquidity of the MCT Units

(22) MCT Units are reasonably liquid and the historical market prices of the MCT Units provide a meaningful benchmark and reference point for the comparison with the Scheme Issue Price;

Historical market performance and trading activity of MCT Units

(23) The Scheme Issue Price of S$2.0039 is within the range of the highest and lowest prices MCT Unit Prices[36] of S$2.48 and S$1.50 respectively, in the three-year period prior to the LCPD and up to the LPD. The inclusion of MCT in the STI and the MSCI Singapore Index on 23 Sept 2019 and 26 Nov 2019 respectively had a positive impact on the MCT Unit Price;

(24) The Scheme Issue Price of S$2.0039 represents a discount of (1.6%), (4.2%), (4.7%), (4.6%) and (3.0%) as compared to the VWAP of the MCT Units for the last one-month, three-month, six-month, one-year, three-year periods prior to and including the LCPD respectively. During the period from the JAD to the LPD, MCT Units traded between a low of S$1.78 to a high of S$1.97. Due to the decline in traded prices of MCT Units from the LCPD to the LPD, we note that the Scheme Issue Price of S$2.0039 represents a premium of 8.3% and 6.8% as compared to the VWAP for the MCT Units during the period from the JAD to the LPD and on the LPD;

[35] MNACT's NAV per unit as of 30 September 2021 is S$1.1949 after applying the following adjustments: (i) excluding MNACT's reported 1H FY21/22 DPU of 3.426 Singapore cents paid on 24 December 2021; and (ii) assuming valuation of MNACT's investment properties and joint venture held as of 30 September 2021 is based on valuation as of 31 October 2021 as announced on 31 December 2021.

[36] Based on the closing price of MCT Units.

Trailing latest P/NAV multiples of the MCT Units

(25) The P/NAV multiple of 1.19x implied by the Scheme Issue Price of S$2.0039 as at LCPD is within the range of the P/NAV multiples in the six-month, one-year and three-year periods prior to and including the LCPD. Furthermore, it represents a discount of (3.3%) to the median P/NAV multiple of 1.23x in the six-month and one-year period, and a discount of (2.5%) to the median P/NAV multiple of 1.22x in the three-year period prior to and including the LCPD. The P/NAV multiple of 1.18x implied by the Scheme Issue Price of S$2.0039 as at LPD represents a discount of (0.8%) as compared to the P/NAV multiple of 1.19x implied by the Scheme Issue Price of S$2.0039 as at LCPD. Furthermore, it represents a discount of (4.1%) to the median P/NAV multiple of 1.23x in the six-month and one-year period, and a discount of (3.3%) to the median P/NAV multiple of 1.22x in the three-year period prior to and including the LCPD. It is at a premium of 10.3% to the P/NAV multiple of MCT Units 1.07x as at LPD;

Comparison with S-REITs

(26) As at LCPD, the P/NAV multiple of 1.19x implied by the Scheme Issue Price of S$2.0039 is higher than the range and represents a 29.3% premium to the median P/NAV multiple of the selected comparable S-REITs. As at LPD, the P/NAV multiple of 1.18x implied by the Scheme Issue Price of S$2.0039 is within the range and represents a 20.4% premium to the median P/NAV multiple of the selected comparable S-REITs;

(27) We have reviewed the independent valuation reports of MCT prepared by the MCT Valuers as at 30 September 2021 and 31 March 2022;

(28) The Scheme Issue Price of S$2.0039 represents a (14.7%) discount to the median and is lower than the range of the latest analyst research target prices as at LCPD;

Evaluation of other key considerations

(29) Rationale and key benefits for the Merger as disclosed in Paragraph 3.1 of the Letter to MNACT Unitholders;

(30) The assurance given by the SSA 805 opinion where the MNACT 805 Auditor has rendered an unqualified opinion, having considered the Statement of Investment Properties of MCT Group as at 31 March 2022;

(31) In relation to the pro forma financial effects of the Merger:

i. While the Merger is DPU dilutive for MNACT Unitholders, we note that as disclosed in Paragraph 3.1 (e)(ii) of the Letter to MNACT Unitholders (i) the Scheme Consideration of S$1.1949 as at LCPD implies a premium of 8.49 to 18.07 Singapore cents over various trading periods in the last 12 months prior to and including the LCPD, which is significantly higher than the change in DPU for both FY21/22 and FY20/21 periods; (ii) the premium implied by the Scheme Consideration of S$1.1949 as at LCPD over MNACT's trading prices for periods prior to and including the LCPD are equivalent to more than 1 to 2.5 years' worth of DPU[37] to MNACT Unitholders;

ii. While the Merger is NAV dilutive for MNACT Unitholders, we note that (i) the Scheme Consideration of S$1.1949 implies a 1.0x P/NAV multiple as at LCPD, which is higher than the trailing P/NAV multiples of MNACT Units most of the time in the last three-year period prior to the LCPD; (ii) MCT being a constituent of the STI and the MSCI Index could likely explain its higher P/NAV multiple compared to MNACT, amongst other factors; (iii) the Scheme Issue Price of S$2.0039 represents a discount to the VWAP of MCT in the respective reference periods prior to and including the LCPD;

iii. As disclosed in Paragraph 7.3 of the Letter to MNACT Unitholders, the Merged Entity is expected to have a pro forma aggregate leverage of 37.5% (assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration) and 38.8% (assuming all MNACT Unitholders except for MIPL Entities elect to receive the Cash-and-Scrip Consideration or assuming all MNACT Unitholders except for MIPL Entities elect to receive the Cash-Only Consideration) as at 31 March 2022 and is also expected to have a larger development headroom of S$1.7 billion to undertake more asset enhancement initiatives and development initiatives to boost organic growth for unitholders. Without the Merger, MNACT's gearing ratio of 41.5% as at 31 March 2022 would mean limited debt headroom for growth;

(32) As at the LPD, the Merger is the only offer that has been received for the entire portfolio of MNACT;

[37] Based on total DPU of 6.7250 Singapore cents per MNACT unit from 2H FY20/21 to 1H FY21/22, and 16.7250 Singapore cents per MNACT unit from FY19/20 to 1H FY21/22.

(33) Other benefits to MNACT Unitholders:

i. As disclosed in Paragraph 3.1 (c)(ii) of the Letter to MNACT Unitholders, the Merged Entity will maintain a free float equivalent to or greater than MCT's current free float size, currently valued at approximately S$4.5 billion as at 27 December 2021, and is the fifth[38] largest free float size among S-REITs. Any potential uplift in the Merged Entity's free float size on completion of the Merger and the Preferential Offering[39], will be determined by the results of the election of the form of the Scheme Consideration to be received by the MNACT Unitholders, increasing with the election of the Scrip-Only or Cash-and-Scrip Consideration and pro-rata participation of MCT Unitholders in the Preferential Offering. Currently, MCT is a constituent in key representative indices including the FTSE EPRA Nareit Developed Index and Developed Asia Index, the MSCI Singapore Index and the Straits Times Index. Based on the developed markets classification in the FTSE EPRA Nareit Developed Index and Developed Asia Index, the Merged Entity is expected to remain a constituent in the FTSE EPRA Nareit Developed Index and Developed Asia Index as the pro forma EBIT contribution of the Merged Entity will continue to be primarily from the developed markets, estimated at 88.1%. In addition, the Merged Entity will maintain or expand its representation in both the MSCI Singapore Index and Singapore Index, depending on the uplift in free float (if any) and remains one of the top five largest S-REITs in terms of free float size as at the Last Trading Day.

ii. As disclosed in Paragraph 3.1(b)(i) of the Letter to MNACT Unitholders, the Merged Entity will have a diversified mix of assets across geographies. Singapore assets will represent approximately 51.6% by AUM, while assets in Hong Kong SAR, China, Japan and South Korea will represent 26.1%, 11.0%, 9.7% and 1.6% respectively. This reduction in reliance on any single market, sub asset class, and single-asset earning vulnerability bolsters the Merged Entity's resilience through economic cycles.

In assessing the fairness of the financial terms of the Trust Scheme, we have relied on a range of methodologies.

Based upon our analysis and having considered carefully the information available to us at the Latest Practicable Date, we are of the opinion that the financial terms of the Trust Scheme are **FAIR**.

We have considered as at the Latest Practicable Date, the Scheme Consideration:

a. represents a premium over the VWAPs of MNACT Units prior to the LCPD as well as from the JAD to LPD and is within the range of the highest and lowest closing unit prices of MNACT in the three-year period prior to the LCPD and as at LPD;

[38] Based on the top 10 S-REITs by free float market capitalisation (excluding the Merged Entity) as at the Last Trading Day. Top 10 REITs by free float market cap: Ascendas Real Estate Investment Trust ("**AREIT**"), CapitaLand Integrated Commercial Trust ("**CICT**"), Mapletree Logistics Trust ("**MLT**"), Mapletree Industrial Trust ("**MIT**"), MCT, Frasers Logistics & Commercial Trust, Frasers Centrepoint Trust, Keppel DC REIT, MNACT, Keppel REIT. Free float calculated as total units excluding sponsor-held units.

[39] The Preferential Offering will only proceed if the conditions to the Preferential Offering have been satisfied. Please refer to the MCT Circular for information regarding the conditions to the Preferential Offering.

b. implies a higher P/NAV multiple than the trailing P/NAV multiples of MNACT Units most of the time in the three-year period prior to the LCPD and is higher than the median P/NAV multiple in the six-month, one-year and three-year periods as well as higher than the range of the P/NAV multiple in the six-month and one-year periods prior to the LCPD;

c. represents a premium over the median P/NAV multiple of selected comparable S-REITs as at the LCPD and the Cash-Only Consideration represents a premium over the median P/NAV multiple of selected comparable S-REITs as at LPD;

d. represents a premium over the median P/NAV multiple of selected comparable S-REITs with Greater China focus as at LCPD and LPD;

e. represents a premium over the median P/NAV multiple of selected comparable HK-REITs as at LCPD and LPD;

f. represents a premium over the median P/NAV multiple of selected comparable JP-REITs as at LCPD and LPD;

g. implies a premia of 7.6%, 14.4%, 17.5%, 17.8% and 17.3% to the last closing price, one-month, three-month, six-month and twelve-month VWAPs of MNACT Units respectively, which are higher than the corresponding mean and median premia for the precedent S-REIT mergers as at LCPD;

h. being equivalent to the NAV per MNACT Unit[40] is within the range of premia to NAV for the precedent S-REIT mergers;

i. represents a premium over the median and is within the range of the latest analyst research target prices as at LCPD; and

j. in relation to the Cash-and-Scrip Consideration and Cash-Only Consideration, the cash components are higher than the range of cash components of between 0% to 12% paid in the selected precedent amalgamations of S-REITs.

The original terms of the Trust Scheme is based on the implied Scheme Consideration of S$1.1949 as at LCPD, which is equivalent to the NAV per MNACT Unit[40].

We have considered as at the Latest Practicable Date, the Gross Exchange Ratio:

k. represents a premium of 8.9%, 16.2%, 22.6%, 23.7%, 23.0% as compared to the historical exchange ratios implied by the VWAPs of MNACT Units and MCT Units for the respective reference periods prior to and including the LCPD; and

l. the premiums are higher than the corresponding mean and media premia for the precedent S-REIT mergers.

[40] MNACT's NAV per unit as of 30 September 2021 is S$1.1949 after applying the following adjustments: (i) excluding MNACT's reported 1H FY21/22 DPU of 3.426 Singapore cents paid on 24 December 2021; and (ii) assuming valuation of MNACT's investment properties and joint venture held as of 30 September 2021 is based on valuation as of 31 October 2021 as announced on 31 December 2021.

We have considered as at the Latest Practicable Date, the Net Exchange Ratio:

m. represents a premium as compared to the adjusted exchange ratios implied by the VWAPs of MNACT Units and MCT Units for the respective reference periods prior to and including the LCPD.

We have considered all the factors as set out above in determining the Trust Scheme from a financial point of view of being **FAIR.** We have considered the Net Asset Value as the primary driver for MNACT's valuation given that it is a REIT. The Net Asset Value is derived from valuations completed by licensed property valuers in their respective jurisdictions and we have also drawn upon factors including items (b), (c), (d), (e) and (f) as set out above. Accordingly we have considered the fair value of the offerees' securities to be between the P/NAV[41] multiples of 0.83x to 1.00x (which implies a MNACT unit price of S$1.0000 to S$1.1949). The range is marginally more than a 15% difference but the basis of this range is supported by the preceding statements in this paragraph.

Transactions that are deemed to be **FAIR** will also be deemed to be **REASONABLE** unless there are extraneous factors which may negatively impact our opinion. In assessing reasonableness, we have considered the strategic rationale, the assurance of the property valuations by external auditors, the pro forma financial effects on certain key financial performance measures (including DPU, NAV per unit and gearing) and the fact that MNACT Unitholders have the choice of electing the Scrip-Only Consideration, Cash-and-Scrip Consideration or Cash-Only Consideration. For this instance, there no extraneous factors which are deemed to negatively impact our opinion.

Based on our analysis and after having considered carefully the information available to us as at the Latest Practicable Date, we are of the opinion that the financial terms of the Trust Scheme are **FAIR** and **REASONABLE**. Accordingly, we advise the MNACT Independent Directors to recommend that the MNACT Unitholders vote in favour of the Trust Scheme Resolution.

In arriving at our recommendation, we wish to emphasise that we have relied on information provided to us in accordance with our Terms of Reference in Paragraph 2 of this Letter. In addition, the MNACT Independent Directors and the MNACT Trustee should note that we have arrived at our conclusion based upon information made available to us up to and including the Latest Practicable Date.

In rendering the above advice, we have not had regard to the specific investment objectives, financial situation, tax position or particular needs and constraints of any individual MNACT Unitholder. As each MNACT Unitholder has different investment objectives and profile, we would advise that individual MNACT Unitholder who require specific advice in relation to their investment objectives or portfolio should consult their stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

[41] MNACT's NAV per unit as of 30 September 2021 is S$1.1949 after applying the following adjustments: (i) excluding MNACT's reported 1H FY21/22 DPU of 3.426 Singapore cents paid on 24 December 2021; and (ii) assuming valuation of MNACT's investment properties and joint venture held as of 30 September 2021 is based on valuation as of 31 October 2021 as announced on 31 December 2021.

MNACT Unitholders should note that the trading of the MNACT Units is subject to, *inter alia*, the performance and prospects of MNACT, prevailing economic conditions, economic outlook and stock market conditions and sentiments. Accordingly, our advice on the Trust Scheme does not and cannot take into account future trading activities or patterns or price levels that may be established for the MNACT Units after the Latest Practicable Date since these are governed by factors beyond the ambit of our review and also, such advice, if given, would not fall within our terms of reference in connection with the Trust Scheme.

The MNACT Independent Directors and the MNACT Trustee should note that trading in the MNACT Units is subject to possible market fluctuations and, accordingly, our advice on the Trust Scheme cannot and does not take into account the future trading activity or patterns or price levels that may be established for the MNACT Units as these are governed by factors beyond the ambit of our review and would not fall within the terms of reference in connection with the Trust Scheme.

Our recommendations are addressed to the MNACT Independent Directors and the MNACT Trustee for their benefit in connection with and for the purposes of their consideration of the Trust Scheme and shall not be used and/or relied on by any other person for any purpose at any time and in any manner other than the Trust Scheme. Any recommendations made by the MNACT Independent Directors in respect of the Trust Scheme shall remain their responsibility.

Our recommendations are governed by the laws of Singapore, and are strictly limited to the matters stated in this letter and do not apply by implication to any other matter.

Yours faithfully

For and on behalf of
Deloitte & Touche Corporate Finance Pte Ltd

Koh Soon Bee

Executive Director

APPENDIX B – OFFEROR'S LETTER TO MNACT UNITHOLDERS

MAPLETREE COMMERCIAL TRUST MANAGEMENT LTD.

(Company Registration No: 200708826C)
(Incorporated in the Republic of Singapore)

29 April 2022

To: Unitholders of Mapletree North Asia Commercial Trust

Dear Sir/Madam

PROPOSED MERGER OF MAPLETREE COMMERCIAL TRUST AND MAPLETREE NORTH ASIA COMMERCIAL TRUST BY WAY OF A TRUST SCHEME OF ARRANGEMENT

1. INTRODUCTION

1.1 Overview of the Merger

On 31 December 2021 (the "**Joint Announcement Date**"), the respective boards of directors of Mapletree Commercial Trust Management Ltd., as manager of Mapletree Commercial Trust ("**MCT**", and as manager of MCT, the "**MCT Manager**") and Mapletree North Asia Commercial Trust Management Ltd., as manager of Mapletree North Asia Commercial Trust ("**MNACT**", and as manager of MNACT, the "**MNACT Manager**") made a joint announcement (the "**Joint Announcement**") in relation to the proposed merger of MCT and MNACT (the "**Merger**"). On 28 January 2022, a joint supplemental announcement was released in relation to the proposed Merger. On 21 March 2022, a revision joint announcement (the "**Revision Joint Announcement**") was also released in relation to the revised terms of the Trust Scheme (as defined below).

The Merger is to be effected through the acquisition by MCT of all the issued and paid-up units of MNACT (the "**MNACT Units**") by way of a trust scheme of arrangement (the "**Trust Scheme**") in accordance with the Singapore Code on Take-overs and Mergers (the "**Code**") and the deed of trust constituting MNACT dated 14 February 2013 (as amended) (the "**MNACT Trust Deed**") (such acquisition of the MNACT Units by MCT, the "**MCT Acquisition**").

Pursuant to the Trust Scheme, each holder of MNACT Units ("**MNACT Unitholder**") will be entitled to receive, for each MNACT Unit held by it as at 5.00 p.m. on the record date to be announced (before the Effective Date[1]) by the MNACT Manager on which the Register of MNACT Unitholders will be closed to determine the entitlement of the MNACT Unitholders in respect of the Trust Scheme (the "**Record Date**"), the following consideration for each MNACT Unit (the "**Scheme Consideration**"), at its election:

(i) **Scrip-Only Consideration**: 0.5963 Consideration Units[2] at the issue price of S$2.0039 per Consideration Unit (the "**Scheme Issue Price**"), being the 1-day volume weighted average price ("**VWAP**") per unit in MCT (the "**MCT Unit**") as at the last trading day immediately prior to the Joint Announcement Date, being 27 December 2021 (the "**Last Trading Day**")[3] (the "**Scrip-Only Consideration**"); **OR**

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1 "**Effective Date**" refers to the date on which the Trust Scheme becomes effective in accordance with its terms.

2 "**Consideration Units**" refers to the new MCT Units (as defined below) to be issued as full or part of the Scheme Consideration, comprising 0.5963 MCT Units for each MNACT Unit under the Scrip-Only Consideration (as defined below), and 0.5009 MCT Units for each MNACT Unit under the Cash-and-Scrip Consideration (as defined below).

3 The MCT Manager had requested for a trading halt with the SGX-ST on 28 December 2021 which was in effect from 28 December 2021 (before trading hours) to 31 December 2021, 2.00 p.m..

(ii) **Cash-and-Scrip Consideration**: S$0.1912 in cash and 0.5009 Consideration Units at the Scheme Issue Price of S$2.0039 (the "**Cash-and-Scrip Consideration**"); **OR**

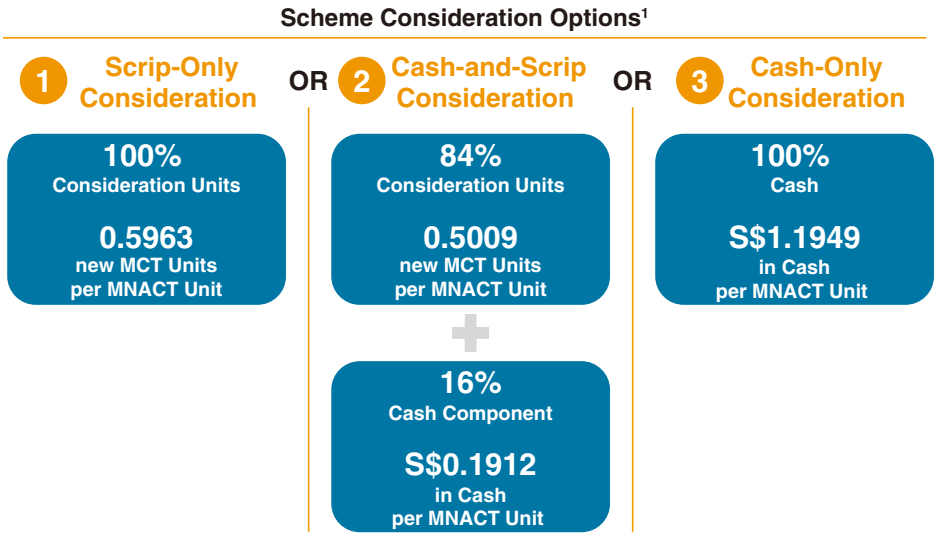
(iii) **Cash-Only Consideration**: S$1.1949 in cash (the "**Cash-Only Consideration**"),

in accordance with the terms and conditions of the Implementation Agreement (as defined below). Based on the Scheme Issue Price of S$2.0039 per Consideration Unit, the implied value of the Scrip-Only Consideration and the implied value of the Cash-and-Scrip Consideration is equivalent[4] to the Cash-Only Consideration of S$1.1949 per MNACT Unit.

The Scheme Issue Price of S$2.0039 per Consideration Unit may not be equivalent to the market price of, nor reflective of the fair value of, the Consideration Units as at the Effective Date and/or the Scheme Settlement Date[5].

Each Consideration Unit may, depending on market conditions and sentiments, trade above or below the Scheme Issue Price of each Consideration Unit of S$2.0039.

The MCT Manager reserves the right to adjust the Scheme Consideration by reducing the Cash-Only Consideration, the cash component of the Cash-and-Scrip Consideration, the unit component of the Cash-and-Scrip Consideration, the Scrip-Only Consideration or by any combination of the foregoing, if and to the extent any distribution in excess of the MNACT Permitted Distributions (as defined in paragraph 6.6.2 of this letter from the MCT Manager (the "**Offeror's Letter**")) is declared, made or paid by the MNACT Manager on or after the Joint Announcement Date.



Note:

(1) Mapletree Investments Pte Ltd ("**MIPL**", or the "**Sponsor**"), as the sponsor of MCT and MNACT, has provided an undertaking to elect to receive Scrip-Only Consideration in respect of all its MNACT Units.

[4] The implied value of the Scrip-Only Consideration and the implied value of the Cash-and-Scrip Consideration of S$1.1949 is computed by multiplying the illustrative value of one new MCT Unit at the Scheme Issue Price of S$2.0039, which is determined by reference to the 1-day VWAP per MCT Unit as at the Last Trading Day (i) by 0.5963x under the Scrip-Only Consideration or (ii) by 0.5009x, plus the cash component of S$0.1912 under the Cash-and-Scrip Consideration.

[5] "**Scheme Settlement Date**" means the date falling not later than seven Business Days (as defined below) after the Effective Date. "**Business Day**" means a day (other than Saturday, Sunday or gazetted public holiday) on which commercial banks are open for business in Singapore for the transaction of normal banking business.

For the avoidance of doubt, each MNACT Unitholder is entitled to elect to receive only one form of the Scheme Consideration, being the Scrip-Only Consideration **OR** the Cash-and-Scrip Consideration **OR** the Cash-Only Consideration, in respect of its entire holdings of MNACT Units held as at 5.00 p.m. on the Record Date. No combination of different forms of the Scheme Consideration is permitted.

The Cash-Only Consideration will be the default form of the Scheme Consideration. MNACT Unitholders who do not make any election or fail to make a valid election for the Scrip-Only Consideration, Cash-and-Scrip Consideration or Cash-Only Consideration shall be deemed to have elected to receive the Cash-Only Consideration if the Trust Scheme becomes effective in accordance with its terms.

By way of illustration, if the Trust Scheme becomes effective in accordance with its terms, an MNACT Unitholder holding 1,000 MNACT Units as at the Record Date will receive:

(i) 596 Consideration Units; **or**

(ii) 500 Consideration Units and S$191.20 in cash; **or**

(iii) S$1,194.90 in cash.

Following the Merger, it is intended that the merged entity will be renamed "Mapletree Pan Asia Commercial Trust" ("**MPACT**", or the "**Merged Entity**").

1.2 The Negotiation Process relating to the Merger

The Merger was conceived by the MCT Manager and presented to the independent directors of the MCT Manager, being Ms. Kwa Kim Li, Mr. Premod P. Thomas, Mr. Kan Shik Lum, Mr. Koh Cheng Chua, Mr. Wu Long Peng, Mr. Mak Keat Meng and Mr. Alvin Tay Tuan Hearn (the "**MCT Independent Directors**"). The MCT Independent Directors approved the Merger and subsequently presented a non-binding expression of interest to the MNACT Manager which commenced the negotiation process.

The negotiations of the terms of the Merger were led by the MCT Independent Directors together with the assistance of the management team and the MCT Financial Adviser (as defined below). Further, as described in Paragraph 15.5 of the circular issued by the MCT Manager on 29 April 2022 in relation to the Merger (the "**MCT Circular**")[6], Mr. Tsang Yam Pui, Mr. Hiew Yoon Khong, Ms. Wendy Koh Mui Ai, Ms. Amy Ng Lee Hoon and Ms. Lim Hwee Li Sharon have abstained from making any recommendations in respect of the proposed Merger, and as described in Paragraph 19.1 of the MCT Circular, for the purposes of good corporate governance, they will abstain from voting on the resolution relating to the proposed Merger at the extraordinary general meeting of the holders of MCT Units (the "**MCT Unitholders**").

In March 2022, the MNACT Manager had requested the MCT Manager to review the terms of the Trust Scheme, in particular, the inclusion of an alternative Cash-Only Consideration option in light of the prevailing market conditions and feedback from MNACT Unitholders.

[6] The MCT Circular is available on the corporate website of MCT at **www.mapletreecommercialtrust.com** and also on the website of the SGX-ST at **https://www.sgx.com/securities/company-announcements**.

As announced in the Revision Joint Announcement issued jointly by the MCT Manager and the MNACT Manager on 21 March 2022, the parties to the Implementation Agreement (as defined below) (being the MCT Trustee, the MCT Manager, the MNACT Trustee and the MNACT Manager (each a "**Party**", and collectively, the "**Parties**")) have agreed to provide the alternative Cash-Only Consideration option, in addition to the Scrip-Only Consideration option and the Cash-and-Scrip Consideration option announced pursuant to the Joint Announcement on 31 December 2021. Both the MCT Manager (having considered the MNACT Manager's request) and the MNACT Manager believe that the introduction of the alternative Cash-Only Consideration option gives higher certainty to MNACT Unitholders amidst prevailing market conditions and provides greater flexibility for MNACT Unitholders to elect the form of the Scheme Consideration that is most suited to their investment needs, without prejudice to the interests of the MCT Unitholders.

At all times during the negotiations between the MCT Manager and the MNACT Manager in respect of the Merger, and up to 20 April 2022 (the "**Latest Practicable Date**"):

(i) a majority of the MCT Board (as defined below) has been comprised of directors who are independent of the Sponsor and MNACT;

(ii) more than one-third of the board of directors of the MNACT Manager has been comprised of directors who are independent for the purposes of the Trust Scheme; and

(iii) there has been no overlap of management teams between the MCT Manager and the MNACT Manager, and the management teams of both the MCT Manager and the MNACT Manager have remained the same respectively.

The Sponsor's role in the Merger was largely limited to reinforcing its commitment and support for the Merger and the growth of the Merged Entity as reflected in (a) the MIPL Undertaking (as defined below); (b) the Sponsor Lock-Up Undertaking (as defined below); (c) the Sponsor's undertaking to elect to receive the Scrip-Only Consideration; (d) the waiver by the MCT Manager (which is a wholly-owned subsidiary of the Sponsor) of 100.0% of the acquisition fee in respect of the Merger; and (e) the proposed adoption of the revised management fee structure for the Merged Entity that is pegged to distributable income and distribution per unit ("**DPU**") growth[7].

In addition, information barriers are in place between the MCT Manager and the MNACT Manager to ensure that any information relating to MCT's business strategy or operations is not shared with MNACT (and *vice versa*), save for the limited exchange of information between the MCT Manager and the MNACT Manager for the sole purpose of conducting due diligence and to evaluate and implement the Merger.

1.3 Information on the Scheme Consideration

1.3.1 The Scheme Consideration was derived having considered various factors

The proposed terms are the result of extensive negotiations between the MCT Manager and the MNACT Manager on an arm's length basis. The Scheme Consideration was determined by taking into consideration, among other factors:

[7] This is subject to the approval by MCT Unitholders of the MCT Trust Deed Amendments Resolution (as defined below).

(i) the short- to medium-term uncertainties of the respective property portfolios and the resulting potential benefits to be derived from the Merger of MCT and MNACT;

(ii) prevailing and historical relative market prices (including pre-COVID-19[8]), distribution yields, price-to-net asset value ("**NAV**") per MCT Unit and price-to-NAV per MNACT Unit;

(iii) relevant precedent trust scheme mergers in Singapore;

(iv) latest available ex-distribution NAV of each MCT Unit and each MNACT Unit;

(v) the resulting pro forma consolidated financial effects of the Merger;

(vi) the amount of MCT Permitted Distributions (as defined in paragraph 6.6.1 of this Offeror's Letter) and the amount of MNACT Permitted Distributions (as defined in paragraph 6.6.2 of this Offeror's Letter) to be made by the MCT Manager and the MNACT Manager respectively; and

(vii) the latest available independent market valuations of the respective property portfolios of MCT and MNACT prior to the Joint Announcement[9].

The MCT Independent Directors acted in accordance with their fiduciary duties and after extensive evaluation, put forth the proposed Merger to be voted upon by the independent MCT Unitholders.

The Scheme Consideration is further backed by the independent full valuations of MNACT's underlying properties as at 31 March 2022. As stated in Paragraph 2.1(d)(i)(A) of the Letter to MNACT Unitholders in the Scheme Document (as defined below), in determining the fair market value of the properties, the MNACT Valuers have considered the potential recovery of the Greater China markets. Further, an audit opinion dated 29 April 2022 by Ernst & Young LLP, an independent accounting firm, provides additional comfort to MCT Unitholders that the carrying values of the investment properties of the MNACT Group[10] and of its joint venture as at 31 March 2022[11] were stated, in all material respects, in accordance with the basis of accounting of the MNACT Group and that, accordingly, the investment properties held by the MNACT Group and its joint venture were stated at fair values. Please refer to Paragraph 12 of the MCT Circular for further details. We believe these to be objective and independent assessments of MNACT's overall intrinsic value. The MCT Manager and the MNACT Manager have also engaged independent financial advisers, who have respectively considered the Scheme Consideration and provided their opinions in relation to the proposed Merger. Please refer to Appendix C of the MCT Circular for the letter by Australia and New Zealand Banking Group Limited, Singapore Branch (the "**MCT**

[8] "**COVID-19**" means the Coronavirus disease 2019.

[9] The latest available independent market valuations of MCT's property portfolio prior to the Joint Announcement were as at 30 September 2021. The latest available independent market valuations of MNACT's property portfolio prior to the Joint Announcement were as at 31 October 2021.

[10] Unless the context otherwise requires, in this Offeror's Letter, "**MNACT Group**" refers to MNACT and its subsidiaries and each entity in the MNACT Group, a "**MNACT Group Entity**".

[11] The carrying values of the investment properties of the MNACT Group and of its joint venture as at 31 March 2022 were disclosed by MNACT in its announcement titled "*Valuation of Properties in Mapletree North Asia Commercial Trust*" on SGXNET on 19 April 2022.

IFA"), setting out its opinion (the "**MCT IFA Letter**") to DBS Trustee Limited (in its capacity as trustee of MCT) (the "**MCT Trustee**"), the audit and risk committee of the MCT Manager[12] and the MCT Independent Directors, and Paragraph 13 of the MCT Circular for further details. The letter by the independent financial adviser to MNACT setting out its opinion to DBS Trustee Limited (in its capacity as trustee of MNACT) (the "**MNACT Trustee**") and the directors of the MNACT Manager who are considered independent for the purposes of the Trust Scheme (i.e. the MNACT IFA Letter) is set out in Appendix A of the scheme document dated 29 April 2022 issued by the MNACT Manager to the MNACT Unitholders containing details of the Trust Scheme (the "**Scheme Document**").

1.3.2 The MCT Manager is of the view that the Scheme Consideration is fair and balanced

(i) **Basis of the Scheme Consideration**

The Scheme Consideration of S$1.1949 per MNACT Unit was based on, among others, MNACT's NAV per unit of S$1.265 as at 30 September 2021 and applying the following adjustments: (a) excludes MNACT's reported DPU for the financial half-year ended 30 September 2021 ("**1H FY21/22**") of 3.426 Singapore cents paid on 24 December 2021; and (b) assumes that the full valuation of MNACT's investment properties and joint venture held as at 30 September 2021 is based on the valuation of the MNACT Properties[13] as at 31 October 2021 as announced on 31 December 2021 (the "**Adjusted NAV per MNACT Unit**").

Accordingly, the Scheme Consideration per MNACT Unit of S$1.1949 represents a price-to-NAV multiple of 1.0x (as at the Joint Announcement Date) and 1.0x[14] (based on the MNACT FY21/22 Unaudited Financial Statements).

(ii) **Basis of the Scheme Issue Price**

The Scheme Issue Price of S$2.0039 was based on MCT's 1-day VWAP as at the Last Trading Day.

The following table shows MCT's various VWAPs as at the Last Trading Day over various time periods:

1-day (S$)	1-month (S$)	3-months (S$)	6-months (S$)	12-months (S$)	36-months (S$)
2.0039	2.0356	2.0917	2.1034	2.1002	2.0663

[12] The audit and risk committee of the MCT Manager comprises Mr. Premod P. Thomas, Mr. Koh Cheng Chua, Mr. Wu Long Peng and Mr. Mak Keat Meng.

[13] "**MNACT Properties**" means the 13 properties listed on page 3 of the unaudited consolidated financial statements of the MNACT Group for the financial half-year ended 30 September 2021 (including the 50.0% interest in The Pinnacle Gangnam ("**TPG**")), and "**MNACT Property**" means any one of them. For the avoidance of doubt, the above-mentioned 13 properties are the same as the properties listed on page 3 of the unaudited consolidated financial statements of the MNACT Group for the financial year ended 31 March 2022 (the "**MNACT FY21/22 Unaudited Financial Statements**").

[14] Calculated based on MNACT's NAV per unit of S$1.197, which excludes MNACT's reported DPU for the six-month period ended 31 March 2022 ("**2H FY21/22**") of 3.393 Singapore cents.

Ultimately, the 1-day VWAP was agreed as the Scheme Issue Price and the basis of the issue price of the Preferential Offering Units (as defined below) as it was the latest available VWAP prior to the Joint Announcement Date and was considered to be the most relevant in representing the prevailing market conditions and MCT's fair market value.

For details on the MCT IFA's evaluation of the Scheme Issue Price and exchange ratio, please refer to section 12 of the MCT IFA Letter set out in Appendix C of the MCT Circular.

(iii) **Basis of the Scheme Consideration Options**

All three forms of the Scheme Consideration are equivalent in value and are equal to the Adjusted NAV per MNACT Unit (as at the Joint Announcement Date) implied by the Scheme Issue Price.

The three Scheme Consideration options have been proposed with the goal of providing the greatest amount of financial flexibility for MNACT Unitholders in accordance with their individual investment priorities. As a whole, the MCT Manager has fully taken into account the requirements for the Merged Entity to maintain a healthy level of debt headroom and sufficient financial flexibility.

MNACT Unitholders who wish to remain invested in the Merged Entity may elect to receive the Scheme Consideration in the form of the Scrip-Only Consideration or the Cash-and-Scrip Consideration, allowing them to rollover their stake into the Merged Entity. MNACT Unitholders who wish to fully realise their investment may elect to receive the Cash-Only Consideration.

The Cash-Only Consideration will be the default form of the Scheme Consideration. The Cash-Only Consideration of S$1.1949 per MNACT Unit is equivalent to the Adjusted NAV per MNACT Unit (as at the Joint Announcement Date).

The cash component of the Cash-and-Scrip Consideration of S$0.1912 per MNACT Unit is equivalent to 16.0% in value of the Scheme Consideration.

The introduction of the alternative Cash-Only Consideration option on 21 March 2022 was intended to give higher certainty to MNACT Unitholders amidst prevailing market conditions and greater flexibility for MNACT Unitholders to elect the form of the Scheme Consideration that is most suited to their investment needs, without prejudice to the interests of the MCT Unitholders.

(iv) **Basis of the Exchange Ratio for the Cash-and-Scrip Consideration and the Scrip-Only Consideration**

The exchange ratio for the Cash-and-Scrip Consideration and the Scrip-Only Consideration was based on, among others:

(a) exchange ratios implied by the historical VWAPs of the MNACT Units and the MCT Units;

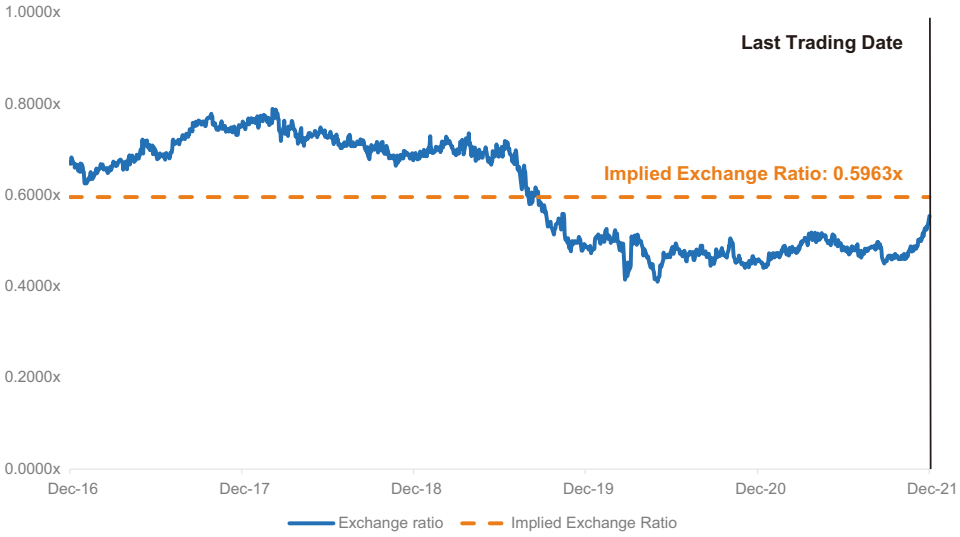
(b) the value of MNACT as a ready platform as well as its portfolio of assets;

(c) the capital structure of the Merged Entity on an ongoing basis; and

(d) the opportunity for the respective unitholders of MCT and MNACT to continue to be invested in the Merged Entity.

Exchange ratios implied by the historical VWAPs of the MNACT Units and the MCT Units

The following sets forth the trailing implied exchange ratios between the MNACT Units and the MCT Units implied by their daily last closing prices for the five-year period up to the Last Trading Day.



Source: CapitalIQ.

Note:

(1) Calculated as daily closing prices of the MNACT Units, divided by the daily closing prices of MCT Units.

The table below shows the exchange ratios implied by the historical closing prices and VWAPs of the MCT Units and MNACT Units for various periods up to the Latest Practicable Date.

Metrics	MCT Unit (S$)	MNACT Unit (S$)	Implied Exchange Ratio[(1)]	Comparison Against Historical Prices
Period from Joint Announcement Date to Latest Practicable Date				
Closing Price (Latest Practicable Date)	1.8700	1.2300	0.6578x	**Below**
VWAP (Joint Announcement Date to Latest Practicable Date)	1.8497	1.1393	0.6159x	**Below**

Metrics	MCT Unit (S$)	MNACT Unit (S$)	Implied Exchange Ratio[(1)]	Comparison Against Historical Prices
Various Periods up to Last Trading Day				
Closing Price (Last Trading Day)	2.0000	1.1100	0.5550x	**Above**
1-month VWAP (28 November 2021 – 27 December 2021)	2.0356	1.0449	0.5133x	**Above**
3-month VWAP (28 September 2021 – 27 December 2021)	2.0917	1.0173	0.4863x	**Above**
6-month VWAP (28 June 2021 – 27 December 2021)	2.1034	1.0142	0.4822x	**Above**
12-month VWAP (28 December 2020 – 27 December 2021)	2.1002	1.0184	0.4849x	**Above**
Pre-COVID-19 VWAP (28 December 2016 – 31 December 2019)	1.8502	1.1970	0.6469x	**Below**
5-Year VWAP (28 December 2016 – 27 December 2021)	1.9397	1.1084	0.5714x	**Above**
Scheme Consideration	**2.0039**	**1.1949**	**0.5963x**	

Source: Bloomberg.

Note:

(1) For the purpose of this calculation, the implied exchange ratio includes the cash component of the Scheme Consideration of S$0.1912 per MNACT Unit. VWAPs are not adjusted retrospectively for dividends, bonus issues or other corporate transactions.

The exchange ratio implied by the Scheme Consideration is generally in line with and above the exchange ratio implied by the prices of MCT and MNACT post the COVID-19 outbreak and social unrests in Hong Kong Special Administrative Region ("**SAR**"). When compared with the preceding time period, the exchange ratio implied by the Scheme Consideration is at a discount. The exchange ratio implied by the Scheme Consideration therefore represents the balance between the short- to medium-term uncertainties and challenges to recovery and the long-term value and prospects that the MCT Manager sees in the MNACT Properties.

Value of MNACT as a ready platform as well as its portfolio of assets

In arriving at the Scheme Consideration, the MCT Manager has given full consideration to not only MNACT's assets, but also to the benefits that can be derived from the ready platform that MNACT offers. The benefits of a ready platform are unlikely to be achieved through a piecemeal purchase of MNACT's assets, and unitholders of both MCT and MNACT would be deprived of the potential benefits of participating in the Merged Entity.

Capital structure of the Merged Entity on an ongoing basis

The MCT Manager also took into consideration factors including, but not limited to, the current capital structures of MCT and MNACT, potential future plans for the Merged Entity, the global economic environment and financial conditions, and decided that the current terms of the Merger are sufficiently prudent to safeguard the financial flexibility and liquidity of the Merged Entity, of which MCT Unitholders and MNACT Unitholders will be unitholders upon the completion of the Merger. The pre-Merger leverage ratios of MCT and MNACT are 33.5% and 41.5% respectively as at 31 March 2022. Post-Merger, the aggregate leverage is expected to be at a judicious level of 38.8%[15] as at 31 March 2022 on a pro forma basis[16], reinforcing a capital structure that positions the Merged Entity well for future growth.

Opportunity for both sets of unitholders to continue to be invested in the Merged Entity

Given the above, the MCT Manager believes that it has put forward the best available offer to the MNACT Unitholders while taking into account the interests of the MCT Unitholders. This is because the Scheme Consideration provides the financial flexibility in the form of the Cash-Only Consideration for MNACT Unitholders whilst giving the respective unitholders of both MCT and MNACT the opportunity to remain invested in an enlarged platform poised for growth into the key gateway markets of Asia and delivers a balanced outcome for both sets of unitholders, resulting in a merged entity with an optimal capital structure which is best positioned to capture the benefits of the Merger.

1.4 Information on the Preferential Offering

1.4.1 Information on the Preferential Offering

As announced in the Revision Joint Announcement issued jointly by the MCT Manager and the MNACT Manager on 21 March 2022, the Parties have agreed to provide the alternative Cash-Only Consideration option, in addition to the Scrip-Only Consideration option and the Cash-and-Scrip Consideration option announced pursuant to the Joint Announcement on 31 December 2021. Prior to the introduction of the alternative Cash-Only Consideration option, the cash required to fund the aggregate cash component of the Cash-and-Scrip Consideration (assuming all MNACT Unitholders (excluding the MIPL Entities[17]) elect to receive the Cash-and-Scrip Consideration) was approximately S$417.3 million. The introduction of the alternative Cash-Only Consideration option has led to an increase in the maximum cash requirement on the part of MCT to fund the Scheme Consideration from approximately S$417.3 million to approximately S$2.6 billion (being the aggregate Cash-Only Consideration payable assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-Only Consideration).

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[15] Assuming all MNACT Unitholders (excluding the MIPL Entities (as defined below)) elect to receive the Cash-and-Scrip Consideration or the Cash-Only Consideration.

[16] The pro forma financial effects of the Merger on MCT and all references to the pro forma financial information of MCT are for illustrative purposes only; they are not intended to be nor shall they constitute profit forecasts.

[17] "**MIPL Entities**" means MIPL and its wholly-owned subsidiaries which hold MCT Units or MNACT Units, each an "**MIPL Entity**".

To fund the above-mentioned increase in cash requirement arising from the introduction of the Cash-Only Consideration option, the MCT Manager announced in its announcement dated 21 March 2022 (the "**MCT Preferential Offering Announcement**") that it will undertake a pro-rata non-renounceable preferential offering of up to 1,094 million MCT Units to MCT Unitholders (the "**Preferential Offering**") at an issue price of S$2.0039 per MCT Unit (the "**Preferential Offering Unit**"), which is equivalent to the Scheme Issue Price of each Consideration Unit, to raise gross proceeds of up to S$2.2 billion.

MIPL, the Sponsor of both MCT and MNACT, has, via the MIPL Undertaking (as defined below), agreed to subscribe for the maximum number of Preferential Offering Units offered under the Preferential Offering (the "**Maximum Preferential Offering Units**") of up to S$2.2 billion at an issue price of S$2.0039 per Preferential Offering Unit, which is the same as the Scheme Issue Price of each Consideration Unit. This will satisfy the additional cash requirement for the Cash-Only Consideration with no incremental debt financing and no increase in the maximum number of new MCT Units to be issued. The inclusion of the alternative Cash-Only Consideration achieves the same pro forma financial effects as the existing Cash-and-Scrip Consideration option and would have no impact on the aggregate leverage of MCT and the Merged Entity above that which would result under the Trust Scheme prior to the introduction of the Cash-Only Consideration.

The Sponsor has also agreed to a voluntary six-month lock-up of the unitholdings of the MIPL Entities in the Merged Entity following the completion of the Trust Scheme or the Preferential Offering[18] (whichever is earlier) (the "**Sponsor Lock-Up Undertaking**"). Please refer to paragraph 1.4.4 of this Offeror's Letter for further details.

For further information on the Preferential Offering, please refer to Paragraph 7 of the MCT Circular.

1.4.2 Conditions of the Preferential Offering

The Preferential Offering will only proceed if the following conditions are satisfied (the "**Preferential Offering Conditions**"):

(i) the MCT Unitholders approve the requisite resolutions in relation to the Merger (being the resolutions seeking MCT Unitholders' approval for (A) the Merger and (B) the issuance of the Consideration Units);

(ii) the MCT Unitholders approve the Whitewash Resolution (as defined below);

(iii) the MNACT Unitholders approve the requisite resolutions in relation to the Merger (being the resolutions seeking MNACT Unitholders' approval for (A) the MNACT Trust Deed Amendments to include provisions for the implementation of the Trust Scheme and (B) the Trust Scheme);

[18] The Preferential Offering will only proceed if the Preferential Offering Conditions (as defined below) have been satisfied.

(iv) Singapore Exchange Securities Trading Limited's (the "**SGX-ST**") approval-in-principle has been obtained for the listing and quotation of the Preferential Offering Units;

(v) the elections for the Scheme Consideration made by the MNACT Unitholders in relation to the Trust Scheme results in the cash component payable by MCT for the Scheme Consideration exceeding S$417.3 million in aggregate; and

(vi) the Court[19] sanctions the Trust Scheme.

1.4.3 MIPL Undertaking

In support of the Merger, MIPL had, on 21 March 2022, executed an irrevocable undertaking (the "**MIPL Undertaking**") in favour of the MCT Trustee, the MCT Manager and DBS Bank Ltd. (in its capacity as the MCT Financial Adviser (as defined below)), that subject to and conditional upon the MCT Unitholders' approval at a general meeting, before the issue of the Preferential Offering Units and the Consideration Units, of a resolution by a majority of the MCT Unitholders by way of a poll to waive their rights to receive a general offer from MIPL ("**Whitewash Resolution**"), and subject to any prohibitions or restrictions imposed by the relevant regulatory authorities (including the SGX-ST), MIPL will procure and ensure that one or more of the relevant MIPL Entities will accept and subscribe for the Maximum Preferential Offering Units, and pay in full the consideration payable for the Maximum Preferential Offering Units in accordance with the terms and conditions of the Preferential Offering. The Preferential Offering will not be underwritten, given that MIPL is providing the MIPL Undertaking.

1.4.4 Sponsor Lock-Up Undertaking

MIPL, as the Sponsor and the largest unitholder of MCT, had on 21 March 2022 executed the Sponsor Lock-Up Undertaking, pursuant to which MIPL has agreed to restrict its right to deal in the MCT Units (the "**Lock-Up Units**") which will be held by the MIPL Entities for a six-month period following the earlier of the date of completion of the Trust Scheme (the "**Trust Scheme Completion Date**") and the date of completion of the Preferential Offering (the "**Preferential Offering Completion Date**"). For the avoidance of doubt, for the purposes of the Sponsor Lock-Up Undertaking: (i) the Trust Scheme is completed on the date on which the Consideration Units are credited to the securities accounts of the MNACT Unitholders pursuant to the Trust Scheme; and (ii) the Preferential Offering is completed on the date on which the Preferential Offering Units are credited to the securities accounts of the MCT Unitholders who participate in the Preferential Offering.

[19] "**Court**" refers to the High Court of the Republic of Singapore, or where applicable on appeal, the Court of Appeal of the Republic of Singapore.

MIPL will not, subject to certain exceptions set out below, without the prior written consent of the MCT Manager (such consent not to be unreasonably withheld or delayed), during the Lock-Up Period (as defined below), directly or indirectly cause or permit any of the MIPL Entities to:

(a) offer, issue, sell, contract to issue or sell, grant any option to purchase or otherwise dispose of, any or all of the Lock-Up Units owned by the MIPL Entities (or any securities convertible into or exchangeable for any such Lock-Up Units or part thereof or which carry rights to subscribe for or purchase any such Lock-Up Units or part thereof); or

(b) publicly announce any intention to do any of the above.

The restrictions above do not apply to prohibit MIPL or the MIPL Entities, for the period commencing from the earlier of the Trust Scheme Completion Date and the Preferential Offering Completion Date (the "**Preferential Offering Relevant Date**") until the date falling six months after the Preferential Offering Relevant Date (the "**Lock-Up Period**"), from being able to transfer such Lock-Up Units to and between subsidiaries of the Sponsor (each, a "**Subsidiary**"), provided that the Sponsor shall comply with the foregoing restrictions in respect of such Subsidiary as if it were an MIPL Entity for the unexpired period of the Lock-Up Period.

If, for any reason, the Trust Scheme is not completed by 31 August 2022, the Sponsor Lock-Up Undertaking shall be terminated.

1.5 Implementation Agreement

In connection with the Merger, the Parties had on 31 December 2021 entered into an implementation agreement, as amended by the supplemental implementation agreement dated 28 January 2022 and as further amended pursuant to an amendment and restatement agreement dated 21 March 2022, setting out the terms and conditions on which the Trust Scheme will be implemented (collectively, and as may be further amended, modified or supplemented from time to time, the "**Implementation Agreement**").

1.6 Information on the Merged Entity

1.6.1 Unitholding Percentages in the Merged Entity

The following table sets out the unitholding percentages in each of MCT and MNACT as at the Latest Practicable Date and in the Merged Entity after the Trust Scheme and, if undertaken, the Preferential Offering. The table is prepared based on the following assumptions:

(i) the size of the Preferential Offering will be determined based on (a) the results of the election of the form of the Scheme Consideration to be received by the MNACT Unitholders pursuant to the Trust Scheme, and (b) the proportion of MCT Unitholders (excluding the MIPL Entities) who elect to subscribe for the Preferential Offering Units;

(ii) to fund the cash component of the Scheme Consideration, MCT proposes to raise (a) up to S$417.3 million[20] through the issuance of perpetual securities and/or debt funding and (b) up to S$2.2 billion through the Preferential Offering;

(iii) the Preferential Offering is not subscribed for by any other MCT Unitholder, and any one or more of the relevant MIPL Entities is or are (as the case may be) required to subscribe for the Maximum Preferential Offering Units (the "**Excess Commitment**"); and

(iv) the resultant unitholdings of MIPL Entities in the Merged Entity set out in the following table do not take into consideration any fees that may be payable in units to the MCT Manager, the MNACT Manager or MNAPML (as defined in the table below) (in its capacity as property manager of the MNACT Properties) prior to the Record Date or the record date to be announced by the MCT Manager on which the Register of MCT Unitholders will be closed to determine the eligibility of the MCT Unitholders to participate in the Preferential Offering (the "**Preferential Offering Record Date**") (as the case may be).

	As at the Latest Practicable Date		**After the Trust Scheme**		**After the Trust Scheme and the Preferential Offering (assuming Excess Commitment)**
			Assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration	**Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-and-Scrip Consideration**	**Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-Only Consideration**
Unitholders	**MCT (%)[1]**	**MNACT (%)[2]**	**Merged Entity (%)[3]**	**Merged Entity (%)[4]**	**Merged Entity (%)[5]**
The HarbourFront Pte Ltd ("**HFPL**"), HarbourFront Place Pte. Ltd. ("**HF Place**"), HarbourFront Eight Pte Ltd ("**HF Eight**"), Sienna Pte. Ltd. ("**Sienna**") and Mapletree Commercial Trust Management Ltd.	32.61	–	19.97	20.77	41.71

[20] The maximum cash amount required by MCT to satisfy the cash component of the Cash-and-Scrip Consideration is approximately S$417.3 million, assuming that all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-and-Scrip Consideration.

	As at the Latest Practicable Date		After the Trust Scheme		After the Trust Scheme and the Preferential Offering (assuming Excess Commitment)
			Assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration	Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-and-Scrip Consideration	Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-Only Consideration
Unitholders	**MCT (%)[1]**	**MNACT (%)[2]**	**Merged Entity (%)[3]**	**Merged Entity (%)[4]**	**Merged Entity (%)[5]**
Kent Assets Pte. Ltd. ("**Kent**"), Suffolk Assets Pte. Ltd. ("**Suffolk**"), Mapletree North Asia Property Management Limited ("**MNAPML**") and Mapletree North Asia Commercial Trust Management Ltd.	–	38.14	14.79	15.37	15.37
Sub-Total of MIPL Entities	**32.61**	**38.14**	**34.76**	**36.14**	**57.09**
MCT Concert Party Group (excluding the MIPL Entities)[6]	1.10	1.40	1.22	1.18	0.70
Other existing MCT Unitholders	66.28	–	40.59	42.21	42.21
Other MNACT Unitholders who will become unitholders of the Merged Entity upon the completion of the Trust Scheme	–	60.46	23.44	20.47	–
Total	**100.00**	**100.00**	**100.00**	**100.00**	**100.00**

Notes: The percentages are rounded to the nearest two decimal places. Total percentage values may not add up to 100.0% due to rounding differences.

(1) Based on a total of 3,323,513,585 MCT Units as at the Latest Practicable Date.

(2) Based on a total of 3,527,974,156 MNACT Units as at the Latest Practicable Date.

(3) Based on an aggregate of 5,427,244,574 units in the Merged Entity, assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration. This figure does not take into consideration any fees that may be payable in units to the MCT Manager, the MNACT Manager or MNAPML (in its capacity as property manager of the MNACT Properties) prior to the Record Date.

(4) Based on an aggregate of 5,219,052,142 units in the Merged Entity, assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-and-Scrip Consideration. This figure does not take into consideration any fees that may be payable in units to the MCT Manager, the MNACT Manager or MNAPML (in its capacity as property manager of the MNACT Properties) prior to the Record Date.

(5) Based on an aggregate of 5,218,993,868 units in the Merged Entity, assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-Only Consideration and MIPL Entities fulfil their Excess Commitment in full. This figure does not take into consideration any fees that may be payable in MCT Units or MNACT Units to the MCT Manager, the MNACT Manager or MNAPML (in its capacity as property manager of the MNACT Properties) prior to the Preferential Offering Record Date.

(6) The details of the MCT Concert Party Group (as defined in paragraph 9.1 of this Offeror Letter) (excluding the MIPL Entities), are set out in paragraphs 1 and 2 of **Schedule G** to this Offeror Letter.

For completeness, the MCT Manager, the MNACT Manager and MNAPML (in its capacity as property manager of the MNACT Properties) may receive fees payable in MCT Units or MNACT Units prior to the Effective Date. Further details of such fee issuances are set out in Paragraph 8.2 of the MCT Circular.

In addition to the Preferential Offering Units and the Consideration Units:

(a) pursuant to the deed of trust dated 25 August 2005 constituting MCT (as amended) (the "**MCT Trust Deed**"), the MCT Manager (being an MIPL Entity), may receive up to an additional 4,533,905 new MCT Units prior to the Record Date or the Preferential Offering Record Date (as the case may be)[21], as payment of its base fee for the period from 1 January 2022 to 31 March 2022 (both dates inclusive) and its performance fees for the financial year ending 31 March 2022 (the "**4Q FY21/22 MCT Fee Units**"); and

(b) the MNACT Manager and MNAPML (each of whom is an MIPL Entity) may, prior to the Record Date or the Preferential Offering Record Date (as the case may be), receive up to approximately 11,591,728 MNACT Units (the "**MNACT Fee Units**") as payment for fees pursuant to the MNACT Trust Deed and the master property management agreement entered into between the MNACT Trustee, the MNACT Manager and MNAPML (the "**MNACT Master Property Management Agreement**"), and these MNACT Fee Units will, on completion of the Trust Scheme, be transferred to MCT in exchange for Consideration Units. The actual number of MNACT Fee Units to be issued to the MNACT Manager and MNAPML will depend on the fees payable and the actual issue prices as determined in accordance with the MNACT Trust Deed and the MNACT Master Property Management Agreement.

Assuming the issuance of up to 4,533,905 4Q FY21/22 MCT Fee Units and up to 11,591,728 MNACT Fee Units prior to the Record Date or the Preferential Offering Record Date (as the case may be), the aggregate resultant unitholding interest of the MIPL Entities in the Merged Entity[22] will be approximately:

(1) 34.89% immediately after the Trust Scheme (assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration);

(2) 36.28% immediately after the Trust Scheme (assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-and-Scrip Consideration); and

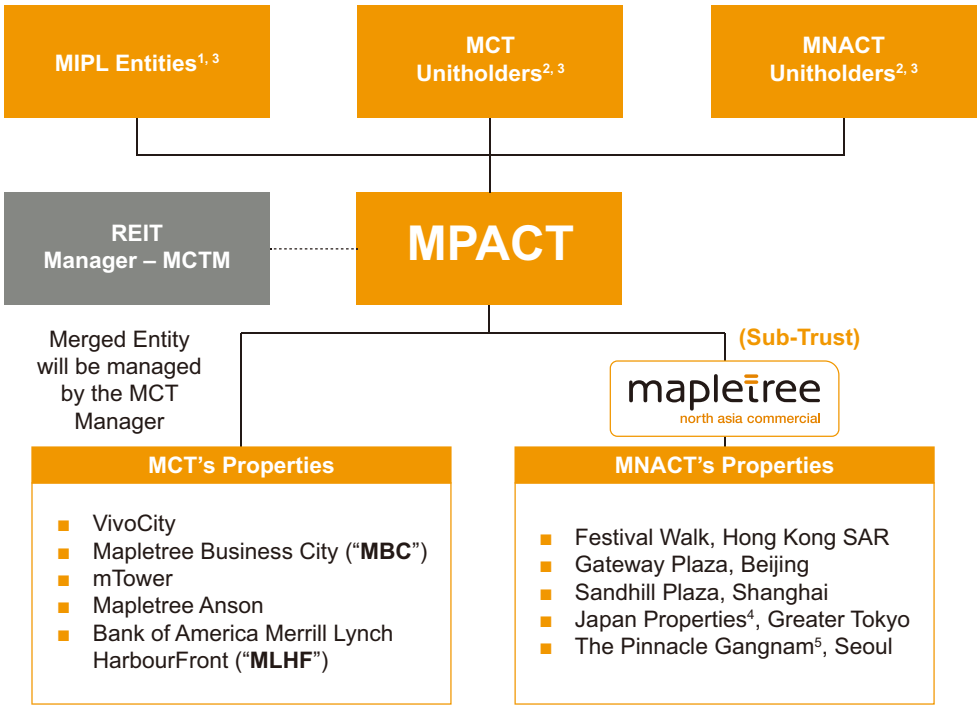
(3) 57.18% immediately after the Preferential Offering (assuming Excess Commitment) and the Trust Scheme (assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-Only Consideration).

[21] Assumes that the Record Date and the Preferential Offering Record Date fall on or prior to 31 July 2022.

[22] Further assuming that the MCT Units to be issued as payment of management fees for the quarter ending 30 June 2022 are issued to the MCT Manager subsequent to the completion of the Trust Scheme and, if undertaken, the Preferential Offering.

1.6.2 Structure of Merged Entity

It is currently envisaged that the indicative structure of the Merged Entity immediately upon completion of the Merger will be as follows:



Notes: Simplified group structure for illustration only. Assuming completion of the Merger and the Trust Scheme.

(1) Before the Merger, as at the Latest Practicable Date, MIPL Entities held 32.61% interest (including indirect interest) in MCT, and 38.14% interest (including indirect interest) in MNACT.

(2) Before the Merger, as at the Latest Practicable Date, unitholders (excluding the MIPL Entities) held 67.39% interest in MCT, and 61.86% interest in MNACT.

(3) The interests of the respective unitholders (including the MIPL Entities) in MCT are calculated based on a total of 3,323,513,585 MCT Units in issue as at the Latest Practicable Date. The interests of the respective unitholders (including the MIPL Entities) in MNACT are calculated based on a total of 3,527,974,156 MNACT Units in issue as at the Latest Practicable Date.

(4) MNACT's Japan properties comprise IXINAL Monzen-nakacho Building, Higashi-nihonbashi 1-chome Building, TS Ikebukuro Building, Omori Prime Building, Hewlett-Packard Japan Headquarters Building ("**HPB**"), ABAS Shin-Yokohama Building, SII Makuhari Building, Fujitsu Makuhari Building, and mBAY POINT Makuhari (collectively the "**Japan Properties**").

(5) MNACT's effective interest in TPG is 50.0%.

1.6.3 Expansion of Investment Mandate

It is intended that on the Trust Scheme becoming effective in accordance with its terms, the existing investment mandate of MCT will be expanded pursuant to the MCT Trust Deed. Under the MCT Trust Deed, the MCT Manager may from time to time change MCT's investment policies subject to compliance with the listing manual of the SGX-ST (the "**Listing Manual**"), so long as it has given not less than 30 days' prior notice of the change to the MCT Trustee and MCT Unitholders by way of an announcement to the SGX-ST.

For the purposes of Clause 10.2.4 of the MCT Trust Deed, the announcement of the Merger released by the MCT Manager on the Joint Announcement Date is deemed to be the notice of the expansion of the existing investment mandate of MCT (as the Merged Entity) on or before the Trust Scheme becoming effective in accordance with its terms.

The expanded investment mandate of the Merged Entity (the "**Expanded Investment Mandate**") will be to invest on a long-term basis in a diversified portfolio of income-producing real estate used primarily for office and/or retail purposes, as well as real estate-related assets[23], in the key gateway markets of Asia (including but not limited to Singapore, China, Hong Kong SAR, Japan and South Korea). The Expanded Investment Mandate takes into account the geographic focus of the Merged Entity's portfolio post-Merger.

1.7 Scheme Document

This Offeror's Letter to the MNACT Unitholders should be read and construed together with, and in the context of, the Scheme Document issued by the MNACT Manager to the MNACT Unitholders containing details of the Trust Scheme. Unless otherwise defined herein, terms capitalised in this Offeror's Letter shall have the same meanings given to them in the Scheme Document.

If you are in any doubt about this Offeror's Letter, the Trust Scheme, the Merger or the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other professional advisers immediately.

2. INFORMATION ON MCT AND THE MCT MANAGER

2.1 MCT is a Singapore-focused real estate investment trust ("**REIT**") established with the principal investment objective of investing on a long-term basis, directly or indirectly, in a diversified portfolio of income-producing real estate used primarily for office and/or retail purposes, whether wholly or partially, in Singapore as well as real estate-related assets. MCT has been listed on the SGX-ST since 27 April 2011 and has a market capitalisation of S$6.6 billion as at the Last Trading Day. As at the Joint Announcement Date, MCT has a portfolio of five properties located in Singapore, with a total net lettable area ("**NLA**") of 5.0 million square feet[24].

2.2 Information on the accounts of MCT may be obtained from the annual reports of MCT and information on the financial performance of MCT since its listing on the SGX-ST may be obtained from the financial results announcements released by MCT via MCT's corporate website or SGXNET.

[23] Under the Property Funds Appendix, "**real estate-related assets**" refers to listed or unlisted debt securities and listed shares of or issued by property corporations, mortgage-backed securities, other property funds, and assets incidental to the ownership of real estate (e.g. furniture).

[24] Please refer to Schedule 1, Part 1 of the MCT Circular for details on the five properties in MCT's portfolio.

2.3 Certain key financial information with respect to the MCT Group[25] as at 31 March 2022 and for the financial year ended 31 March 2022 ("**FY21/22**") is set out as follows:

MCT Group	Information
NAV(1)	S$5,622.7 million
NAV per MCT Unit(1)	S$1.69
Distributable income for FY21/22	S$317.0 million
Distribution per MCT Unit for FY21/22	9.53 Singapore cents
Net profits before tax for FY21/22	S$347.0 million
Total assets	S$8,984.5 million
Assets under management(2)	S$8,821.0 million

Notes:

(1) For the purposes of this Offeror's Letter, all references to the NAV of the MCT Group exclude distributable income, unless otherwise stated. Based on MCT's NAV per unit of S$1.74 as at 31 March 2022 and excludes MCT's reported 2H FY21/22 DPU of 5.14 Singapore cents to be paid on 3 June 2022.

(2) Based on independent desktop valuations which were commissioned by the MCT Manager and the MCT Trustee and carried out by CBRE Pte. Ltd. and Jones Lang LaSalle Property Consultants Pte Ltd (collectively, the "**MCT Independent Valuers**") as at 31 March 2022 (the "**MCT 2022 Independent Valuations**") using a combination of methods, namely discounted cash flow method and income capitalisation method.

2.4 For further information concerning MCT and the Merged Entity, including the risk factors relating to investment restrictions applicable to MCT and the Merged Entity, potential conflicts of interests between the Merged Entity, the MCT Manager (as the manager of the Merged Entity post-Merger) and MIPL, the techniques which the MCT Manager may employ, borrowing limits applicable to MCT and the Merged Entity as well as the nature of the rights and interests of the MCT Unitholders and the unitholders of the Merged Entity, please refer to Schedule 1, Part 6 of the MCT Circular.

2.5 MCT is managed by the MCT Manager. The MCT Manager is a wholly-owned subsidiary of MIPL. Incorporated on 18 May 2007 in Singapore, the MCT Manager currently holds a Capital Markets Services Licence for REIT management pursuant to the Securities and Futures Act 2001 (the "**SFA**").

2.6 As at the Latest Practicable Date, the board of directors of the MCT Manager (the "**MCT Board**") comprises the following persons (the "**MCT Directors**"):

2.6.1 Mr. Tsang Yam Pui (Non-Executive Chairman and Director);

2.6.2 Ms. Kwa Kim Li (Lead Independent Non-Executive Director);

2.6.3 Mr. Premod P. Thomas (Independent Non-Executive Director);

2.6.4 Mr. Kan Shik Lum (Independent Non-Executive Director);

2.6.5 Mr. Koh Cheng Chua (Independent Non-Executive Director);

2.6.6 Mr. Wu Long Peng (Independent Non-Executive Director);

[25] Unless the context otherwise requires, in this Offeror's Letter, "**MCT Group**" refers to MCT and its subsidiaries and each entity in the MCT Group, a "**MCT Group Entity**".

2.6.7 Mr. Mak Keat Meng (Independent Non-Executive Director);

2.6.8 Mr. Alvin Tay Tuan Hearn (Independent Non-Executive Director);

2.6.9 Mr. Hiew Yoon Khong (Non-Executive Director);

2.6.10 Ms. Wendy Koh Mui Ai (Non-Executive Director);

2.6.11 Ms. Amy Ng Lee Hoon (Non-Executive Director); and

2.6.12 Ms. Lim Hwee Li Sharon (Executive Director and Chief Executive Officer).

2.7 Additional Information

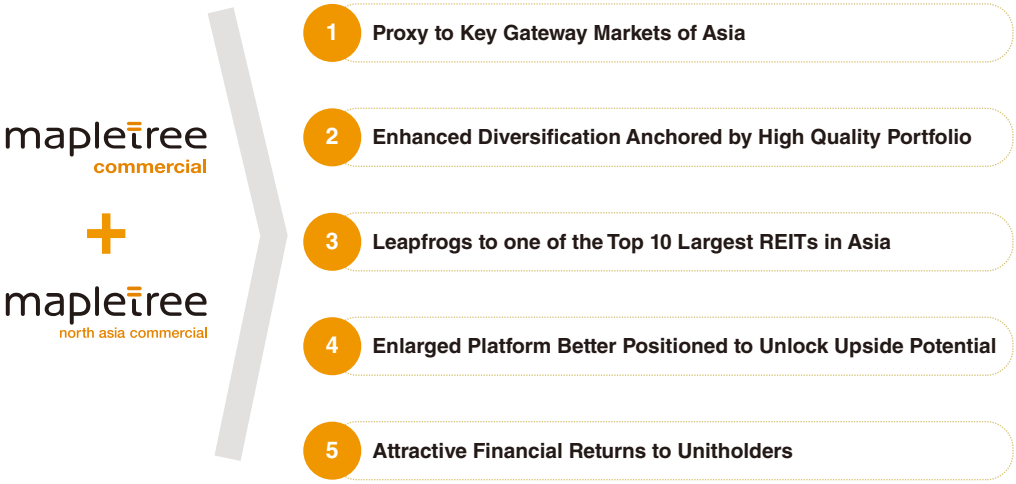
Additional information relating to MCT and the MCT Manager is set out in **Schedule A** to this Offeror's Letter.

3. RATIONALE FOR THE MERGER

The MCT Manager and the MNACT Manager believe that the Merger will be transformative, and upon completion, will create a flagship commercial REIT in Asia with stability and scale across key Asian gateway markets. The Merged Entity combines the best qualities of both MCT and MNACT – (i) strength, driven by MCT, one of the largest Singapore-focused commercial REITs with longstanding track record in delivering stable returns to unitholders, and (ii) growth potential, driven by MNACT, the first and only North Asia focused REIT listed in Singapore with properties in key gateway markets including China, Hong Kong SAR, Japan and South Korea.

The Merged Entity will comprise a diversified and high-quality portfolio, with a broadened investment mandate to invest in income-producing real estate used primarily for office and/or retail purposes and an expanded geographic scope to key gateway markets of Asia.

For MCT, the Merger offers a ready launchpad for Asian expansion to establish footholds in multiple cities swiftly.



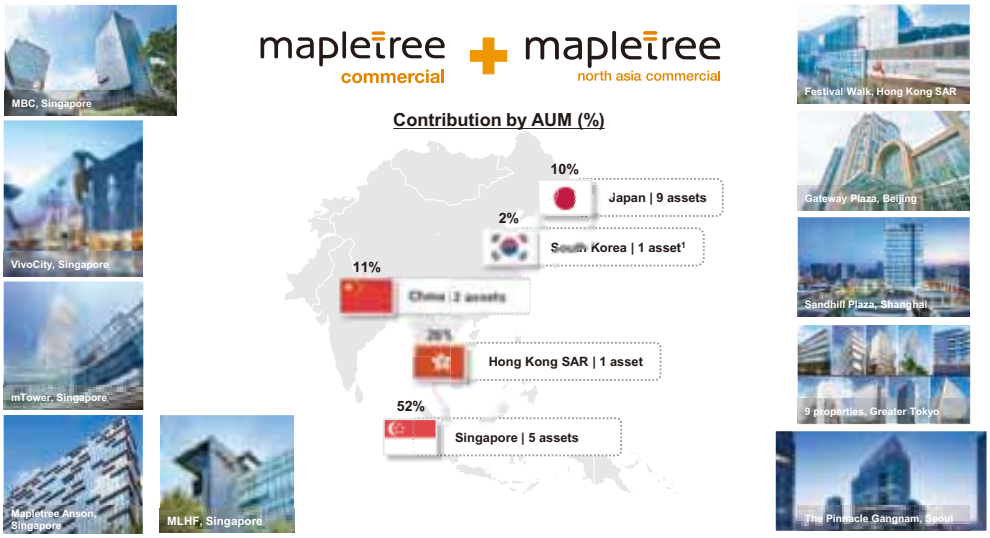
3.1 Proxy to Key Gateway Markets of Asia

3.1.1 18 commercial properties across five key gateway markets of Asia with total assets under management of over S$17 billion

The Merged Entity combines two high quality portfolios across five markets to create a proxy to key gateway markets of Asia, with a significant total assets under management ("**AUM**") of S$17.1 billion[26]. The increased scale of the combined portfolio will allow the Merged Entity to be better positioned to pursue growth in key gateway markets of Asia, including Singapore, China, Hong Kong SAR, Japan, and South Korea, and across commercial assets.

MCT's portfolio comprises five properties in Singapore – four located in the Greater Southern Waterfront (HarbourFront and Alexandra Precincts) and one in the Central Business District. Best-in-class assets, namely VivoCity and MBC, constitute 79.2% and 80.0% of MCT's portfolio valuation and net property income ("**NPI**") respectively as at 31 March 2022.

MNACT's portfolio comprises thirteen high quality properties – one landmark retail mall in Kowloon Tong, Hong Kong SAR; an office building in Beijing, China; a business park property in Shanghai, China; nine office properties in Greater Tokyo, Japan and one office building in Seoul, South Korea.



Note:

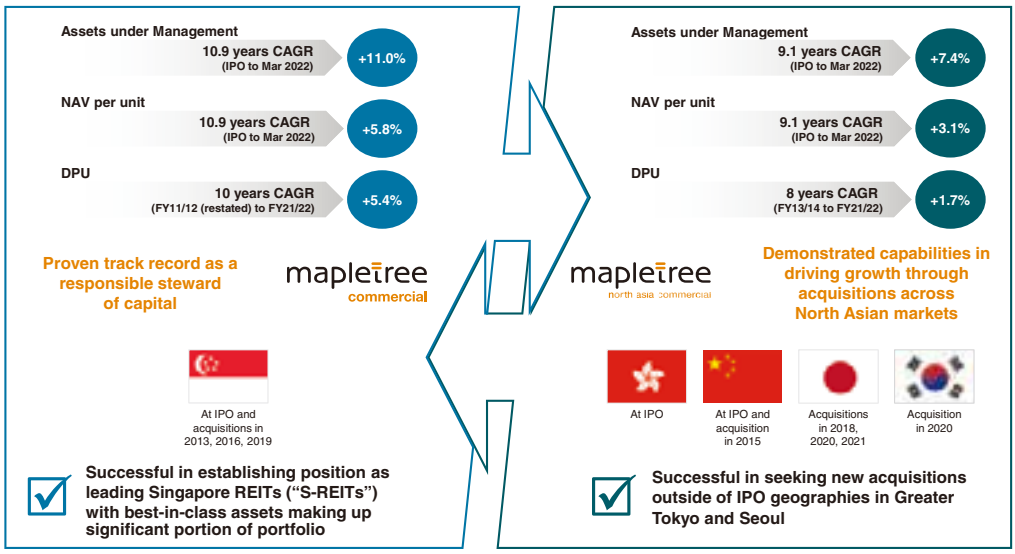
(1) This includes MNACT's 50.0% effective interest in TPG, which is held through a joint venture.

[26] AUM based on the MCT 2022 Independent Valuations and the independent full valuations commissioned by the MNACT Manager and the MNACT Trustee as at 31 March 2022.

3.1.2 Combining regional and local operational capabilities with domain expertise to enhance further growth

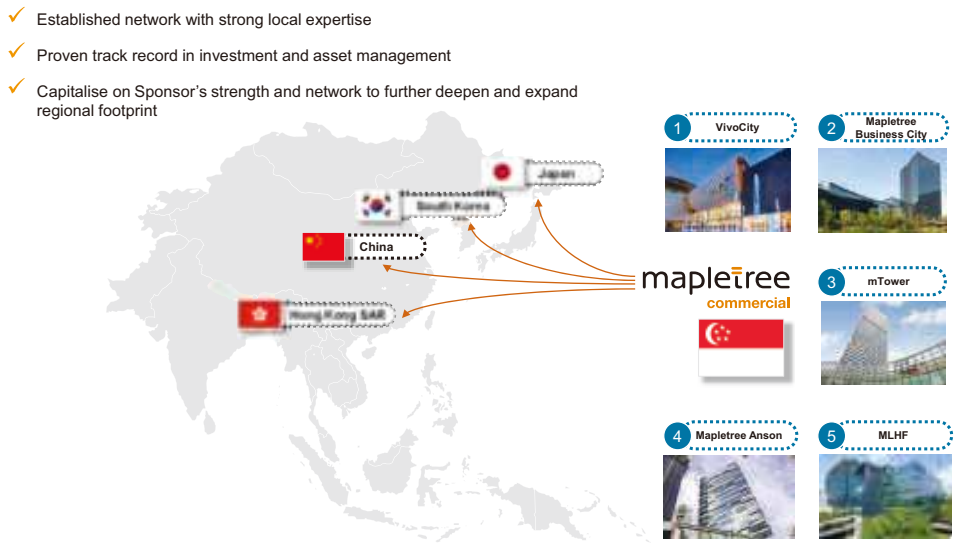
The Merger seeks to create a robust platform that combines the respective strengths of MCT and MNACT, thereby unlocking the full potential of a multi-geography Asian platform.

MCT and MNACT each has a long-standing track record since their initial public offerings ("**IPO**") of more than 10 and nine years respectively. MCT has established itself as a responsible steward of capital that has delivered steady compound annual growth rate ("**CAGR**") growth in AUM, NAV per unit and DPU. MNACT has demonstrated its capabilities in driving inorganic growth through acquisitions of high quality properties spanning across multiple North Asian markets; including expanding beyond its IPO geographies and successfully acquiring nine office properties in Greater Tokyo (2018, 2020 and 2021) and one office property in Seoul (2020).



3.1.3 A ready launchpad for Asian expansion, enabling the Merged Entity to establish footholds in multiple markets swiftly

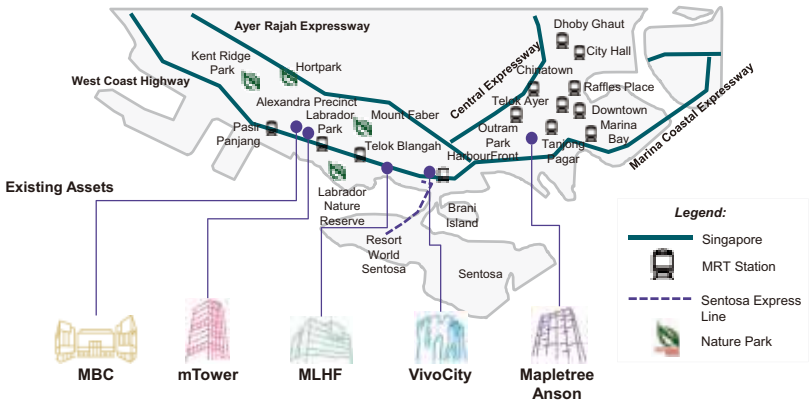
Through the Merger, MCT will gain ready access to footholds in key gateway cities across Asia, tapping on the established network, strong local expertise and on-the-ground presence of both MNACT and the Sponsor. Wider geographical exposure provides the Merged Entity a clear trajectory for overseas growth.



The Merged Entity is well positioned to benefit from the future urban development and infrastructure projects at the Greater Southern Waterfront precinct, which will create a new major gateway for urban living, working and entertainment.

S$8.8bn	5.0m sq ft	97.0%	2.6 years
Assets under Management	NLA	Portfolio Occupancy	WALE

Urban transformation at the Greater Southern Waterfront precinct will create a new major gateway for urban living, working and entertainment

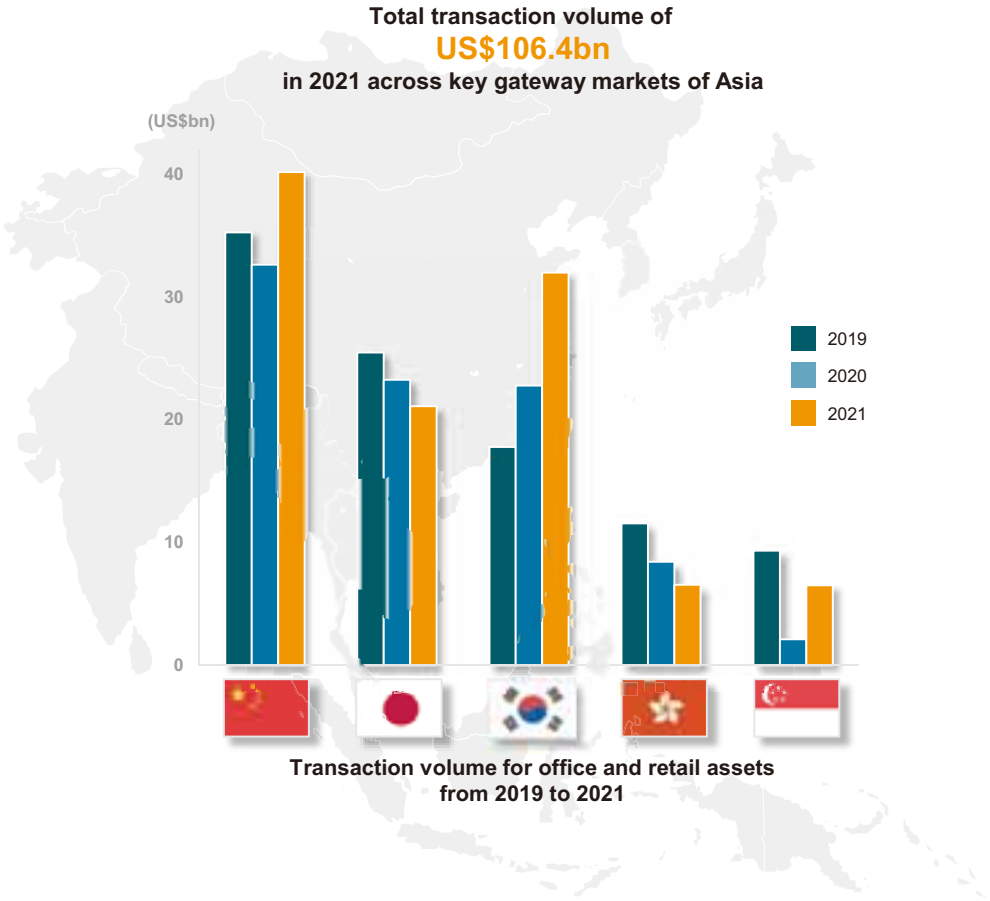


3.1.4 Deep liquidity in key gateway markets of Asia providing growth opportunities

The Merged Entity will be able to tap into some of the largest and most established real estate markets in Asia. The Merged Entity will have an entrenched presence

within the markets of Singapore, China, Hong Kong SAR, Japan and South Korea, where the total transaction volume for office and retail assets in 2021 is US$106.4 billion[27]. In particular, there are continued growth opportunities where offices will continue to play an integral role, and opportunities continue to exist in Asia's retail markets where well-positioned shopping malls remain relevant.

By leveraging on the combined expertise of experienced on-the-ground teams across these markets, who have strong capabilities in asset and property management with an established local network, the Merged Entity will be better positioned to tap into the deep liquidity and opportunities (including investment and asset enhancement opportunities) offered by these markets.



Sources: Colliers, RCA.

27 **Sources:** Colliers International (Hong Kong) Limited ("**Colliers**"), Real Capital Analytics ("**RCA**").

3.1.5 Benefits from the long-term rise of Asia by capitalising on the resilient growth of key markets

Whilst the impact of COVID-19 continues to be felt globally, the economies of the key gateway Asian markets saw a rebound in gross domestic product ("**GDP**") growth in 2021 as initial restrictions were eased gradually and businesses resumed some form of normalcy. However, global economic recovery may be weighed down by the uncertainties arising from the Russia-Ukraine conflict and the resulting global repercussions, rising energy prices as well as COVID-19 infections from the Omicron variant.

Singapore: Singapore is one of the world's key global trade, logistics and financial hubs and ASEAN's primary business centre, underpinned by world-class infrastructure, a stable and efficient government and a competitive tax environment. Strong economic fundamentals, including near full employment, high disposable incomes, and sustained growth in consumer demand and GDP, provide a vital foundation for the continued performance of office, retail and business park sectors.

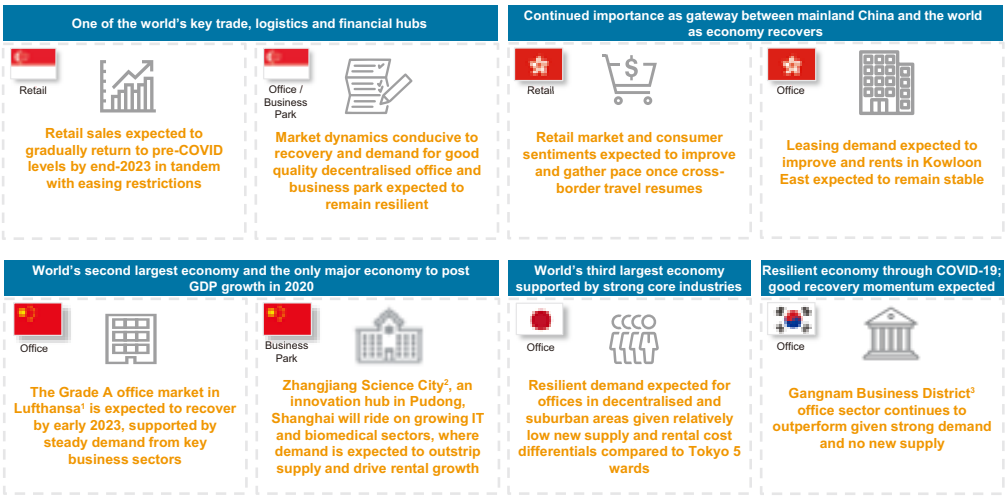
China: China is the second largest economy in the world and the only major economy to post a positive GDP growth rate in 2020, largely attributed to its "Zero-COVID" strategy. Its economy is underpinned and driven by the output of its Tier 1 cities which include Beijing, Shanghai, Guangzhou and Shenzhen that are frequently chosen by large domestic companies and multinationals as locations in which to establish a foothold and grow. China is the world's largest manufacturer and exporter and with a population that is becoming wealthier rapidly, it is now also the second largest importer in the world. While geopolitical concerns remain, the domestic political environment is very stable. The government announced measures in 2021 to achieve common prosperity by narrowing the wealth gap and promoting economic rebalancing and long-term sustainability.

Hong Kong SAR: Strategically located within the Greater Bay Area, Hong Kong SAR has played a pivotal role in serving as a gateway connecting Mainland China with the international markets and provides the largest source of foreign direct investment in Mainland China. While Hong Kong SAR has gone through two consecutive years of recession, it has bottomed out and experienced substantial recovery through much of 2021. By the end of 2021, GDP returned to pre-COVID-19 levels. Hong Kong SAR has also moved up one position in 2021 to take the third place in the Global Financial Centres Index 30 Report. Hong Kong SAR's conducive business environment, coupled with its well-developed infrastructure and international communication network, makes it an attractive location for doing business in Asia. Domestic consumption, which took up less than 70.0% of the city's total retail sales prior to the start of COVID-19, is expected to grow with improving labour market conditions, but the return of restrictions on business operation and social distancing measures that have been introduced in response to the outbreak may potentially have a significant impact on the local economy and real estate market. This will need to be watched carefully during the first half of 2022. Eventually, the aim for Hong Kong SAR is to re-open its borders to Mainland China, with hopes that the return of mainland Chinese tourists will ultimately have a positive impact on footfall and retail sales, driving rental improvements. Although the timetable for full re-opening is still not certain, the recent announcement of the lifting of flight bans on nine countries, coupled with a shortening in the quarantine period for arrivals into Hong Kong SAR is however seen as a positive step towards dealing with the pandemic, whilst also protecting the local economy. Over the next few years, Hong Kong SAR will continue its integration into the Greater Bay Area, strengthening its position as a major financial, innovation and technology conduit between China and the world.

Japan: Japan is the world's third largest economy and has one of the most developed office markets in terms of transaction volumes and existing stock in the Asia Pacific. The manufacturing sector is Japan's largest core industry and is a key driver of its economic recovery. The government's policies to promote digitalisation and improve productivity in other industries are expected to further enhance growth in the Japanese economy. There are also new policies focused on increasing middle-class incomes as a means to get the economy back on track. As a result, the office sector is expected to remain resilient, supported by the stable and sustainable outlook for Japan.

South Korea: South Korea is the tenth largest global economy and the fourth largest in Asia by GDP. Despite COVID-19, it advanced two places in the global economic ranks from 2019 as its economy remained relatively resilient and contracted by a lesser extent compared to other countries. South Korea has undergone one of the most significant economic transformations in recent history and rode on the growth of Asia to become the high-technology economy it is today. Its economy is led by electronics, telecommunications, automobile production, chemicals, shipbuilding, steel, with newcomers like microchips, bio-health and conceptual vehicles making a strong show, domestically and globally. In August 2021, South Korea was the first major Asian economy to raise interest rates since the pandemic began, an indication of its economic recovery. The office sector has also benefitted from the expansion of global big tech companies and rapid growth of Korean tech start-ups.

Certain selected real estate indicators are highlighted below to illustrate the resilient performance in each of the key markets. Refer to Appendix A of the MCT Circular for a detailed market outlook.



Source: Colliers.

Notes:

(1) Lufthansa is a well-established business sub-market within Beijing, where Gateway Plaza is located in.

(2) Zhangjiang Science City is a key business park and innovation hub in Pudong, Shanghai, where Sandhill Plaza is located in.

(3) Gangnam Business District ("**GBD**") is one of the three core business districts in Seoul, where TPG is located in.

3.2 Enhanced Diversification Anchored by High Quality Portfolio

3.2.1 Diversification across geographies and reduced single asset concentration strengthens portfolio resilience

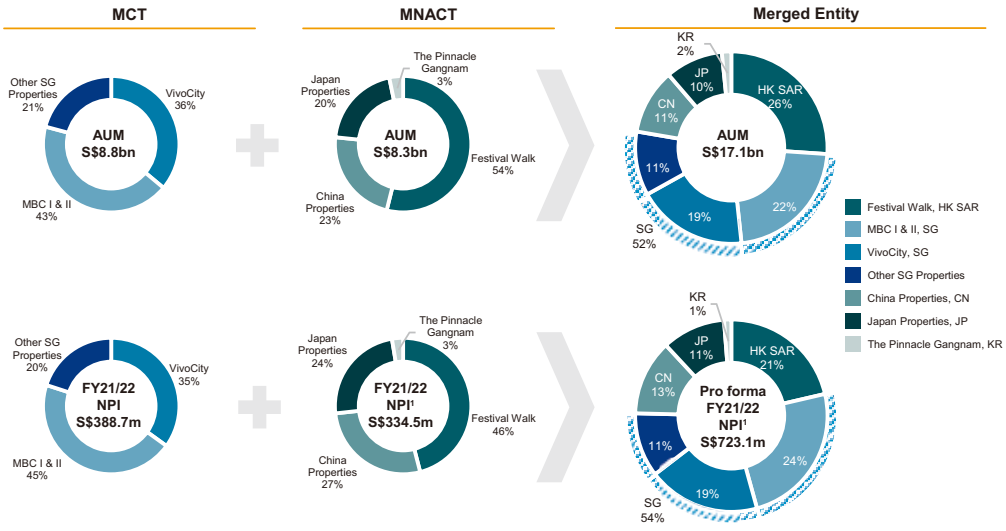
The Merged Entity will have a diversified mix of assets across geographies. Singapore assets will represent 51.6% by AUM, while assets in Hong Kong SAR, China, Japan and South Korea will represent 26.1%, 11.0%, 9.7% and 1.6% respectively. This is compared to MCT's existing 100.0% Singapore exposure and MNACT's 53.9% exposure to Hong Kong SAR.

The Merged Entity will also continue to be well-balanced across the commercial sub asset classes, with the retail, office and business park segments representing 44.1%, 34.8% and 21.0% of AUM, respectively.

The Merged Entity will have a significantly reduced single asset concentration risk, with the exposure to any single asset being approximately 26.1% by AUM, compared to MCT's existing 43.1% exposure to MBC I & II and MNACT's existing 53.9% exposure to Festival Walk respectively. Similarly, the Merged Entity's largest single asset contribution by pro forma NPI will be 24.2%, compared to MCT's existing 45.0% exposure to MBC I & II and MNACT's existing 46.0% exposure to Festival Walk.

This reduction in reliance on any single market, sub asset class, and single-asset earning vulnerability bolsters the Merged Entity's resilience through economic cycles.

In addition, best-in-class assets, namely Festival Walk, MBC I & II, and VivoCity, will continue to constitute a significant proportion of 66.9% of the portfolio, allowing the Merged Entity to diversify without compromising on asset portfolio quality.

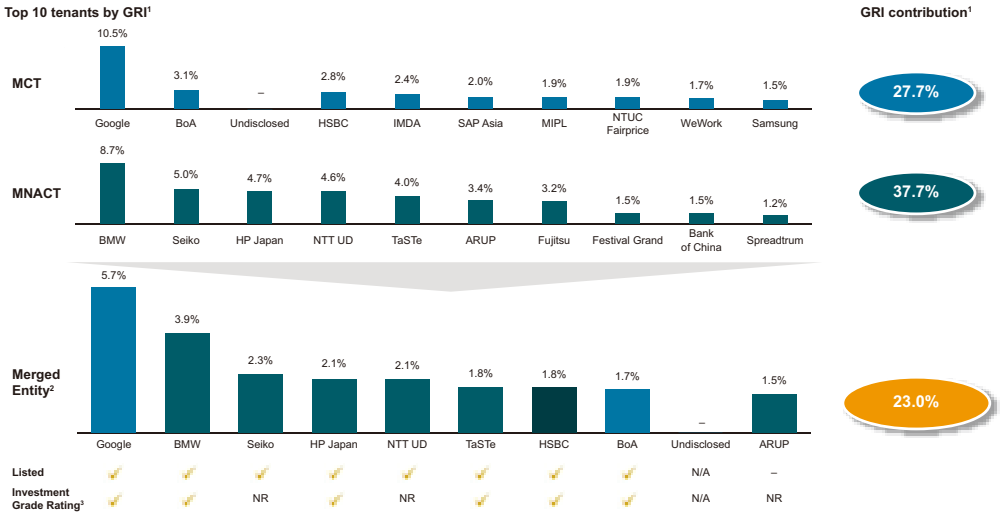


Note: Total percentage value may not add up to 100.0% due to rounding differences.

(1) MNACT's FY21/22 NPI value includes 50.0% share of NPI from TPG and assuming full year contribution from HPB, which is based on unaudited financial information for the period from 18 June 2021 (date of acquisition) to 31 March 2022, pro-rated as if the acquisition was completed on 1 April 2021.

3.2.2 Improved cashflow stability from high quality tenants while reducing income concentration

Post-Merger, the top 10 tenants will contribute 23.0% of the Merged Entity's gross rental income ("**GRI**"). This is a healthy reduction compared to both MCT and MNACT before the Merger, whereby their respective top 10 tenants constituted 27.7% and 37.7% of GRI respectively. Post-Merger, no single tenant will contribute more than 5.7% by monthly GRI to the enlarged portfolio. In addition, eight out of the top 10 tenants are listed on a stock exchange and/or have an investment grade rating for their bonds. Together, the reduced tenant concentration and the improved tenant profile will further boost cashflow stability of the portfolio.



Notes:

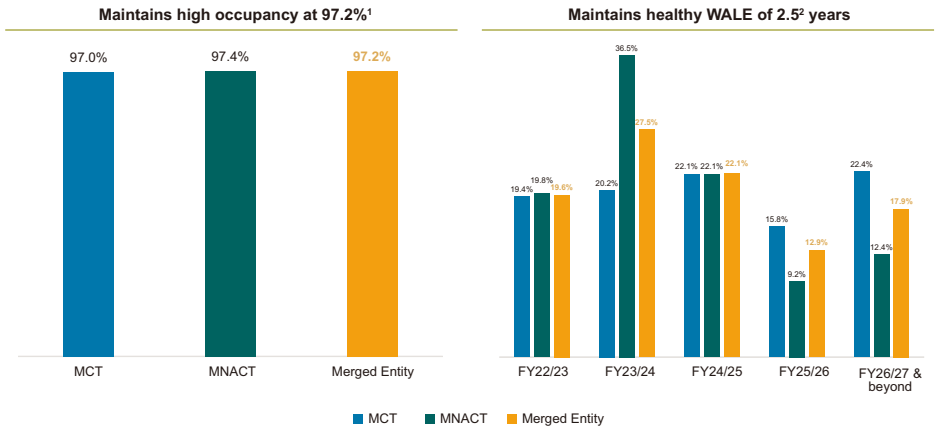
(1) GRI contribution for the month of March 2022. Top 10 tenants for MCT and the Merged Entity excludes an undisclosed tenant of MCT.

(2) The top tenants by GRI for the Merged Entity is based on the unique signing entity of each tenant.

(3) Based on latest disclosed credit rating. Not rated ("**NR**") indicates that a rating has not been assigned or is no longer assigned. Investment grade rating refers to bonds that are rated Baa 3/BBB- or better. Google's rating is based off their ultimate parent, Alphabet Inc. Seiko Instruments Inc ("**Seiko**") rating is based off their ultimate parent, Seiko Holdings Corporation. Hewlett-Packard Japan ("**HP Japan**") rating is based off their ultimate parent HP Inc. NTT Urban Development ("**NTT UD**") rating is based off their ultimate parent, NTT UD REIT Investment Corporation. TaSTe's rating is based off their ultimate parent, CK Hutchison Holdings. Merrill Lynch Global Services Pte. Ltd. ("**BoA**") rating is based off their ultimate parent, The Bank of America Corporation.

3.2.3 Continues to maintain high portfolio occupancy and well-staggered lease expiry profile

The Merged Entity will maintain a high portfolio occupancy of 97.2% and a well-staggered lease expiry profile with healthy weighted average lease expiry ("**WALE**") of 2.5 years.



Notes:

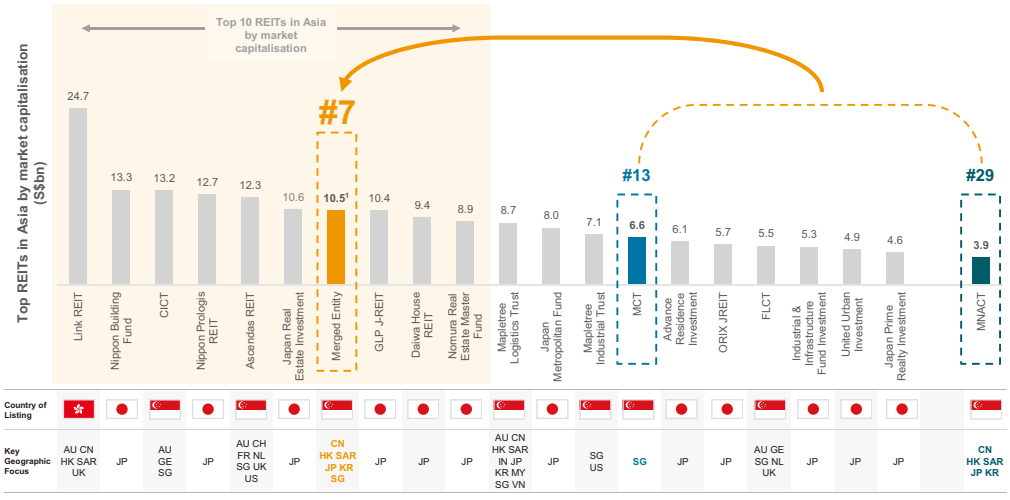
(1) Occupancy for MCT and MNACT refers to committed occupancy as at 31 March 2022. Occupancy for the Merged Entity is calculated on a pro forma basis.

(2) WALE by GRI for MCT and MNACT is based on the committed lease expiry dates (leases which have been renewed or re-let as at 31 March 2022) and GRI. WALE by GRI for the Merged Entity is calculated on a pro forma basis.

3.3 Leapfrogs to one of the Top 10 Largest REITs in Asia

3.3.1 Secures position as a flagship commercial REIT with one of the broadest Asia mandates

The Merger is expected to create one of the top 10 largest REITs in Asia, with a market capitalisation of approximately S$10.5 billion, a significant increase compared to MCT and MNACT's market capitalisation of S$6.6 billion and S$3.9 billion respectively as at the Last Trading Day. The increased scale of the combined portfolio, with one of the broadest Asia mandates, will enhance the Merged Entity's visibility and entrench its position within the REITs universe in Asia, boosting its appeal and relevance amongst the global investment community.



Source: FactSet as at the Last Trading Day.
Assumes FX rates SGD/HKD = 5.7477 and SGD/JPY = 84.6579 as at the Last Trading Day.
Countries: AU: Australia; CN: China; CH: Switzerland; FR: France; GE: Germany; HK SAR: Hong Kong SAR; IN: India; JP: Japan; MY: Malaysia; NL: Netherlands; SG: Singapore; KR: South Korea; UK: United Kingdom; US: United States of America; VN: Vietnam.

Note:

(1) Illustrative market capitalisation of the Merged Entity is calculated based on the Scheme Issue Price of S$2.0039 and the pro forma total number of units outstanding for the Merged Entity as at the Last Trading Day of 5,217.8 million, assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-and-Scrip Consideration or the Cash-Only Consideration. Assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration, the market capitalisation for Merged Entity would be S$10.9 billion.

3.3.2 The Merged Entity will have a free float size equivalent to or greater than MCT's and will remain a constituent of key indices

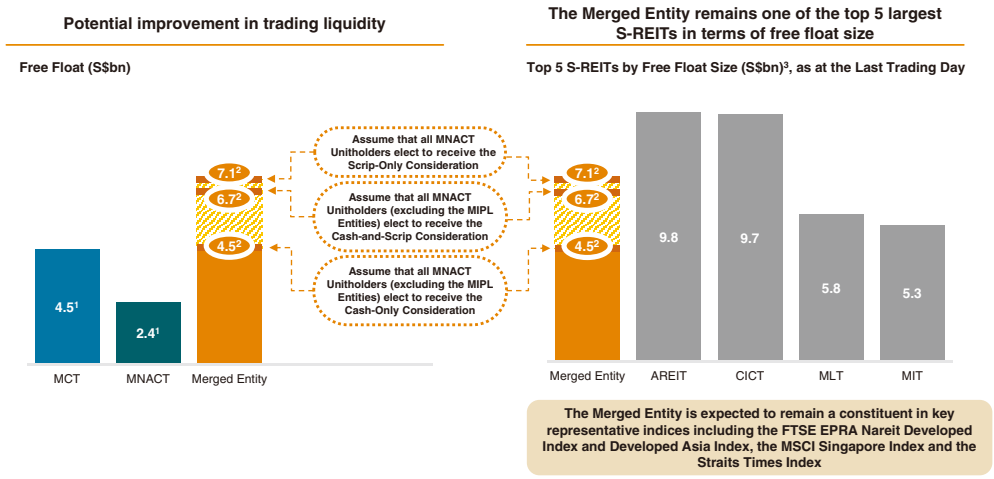
The Merged Entity will maintain a free float equivalent to or greater than MCT's current free float size, valued at S$4.5 billion as at the Last Trading Day, and is the fifth[28] largest free float size among S-REITs. Any potential uplift in the Merged Entity's free float size on completion of the Merger and the Preferential Offering[29], will be determined by the results of the election of the form of the Scheme Consideration to be received by the MNACT Unitholders, increasing with the election of the Scrip-Only Consideration or Cash-and-Scrip Consideration and pro-rata participation of MCT Unitholders in the Preferential Offering.

Currently, MCT is a constituent in key representative indices including the FTSE EPRA Nareit Developed Index and Developed Asia Index, the MSCI Singapore Index and the Straits Times Index.

The Merged Entity is expected to continue to be a constituent in the same indices. Based on the developed markets classification in the FTSE EPRA Nareit Developed Index and Developed Asia Index, the Merged Entity is expected to remain a constituent in the FTSE EPRA Nareit Developed Index and Developed Asia Index as the pro forma earnings before interest and tax ("**EBIT**") contribution of the Merged Entity will continue to be primarily from the developed markets, estimated at 88.1%. In addition, the Merged Entity will maintain or expand its representation in both the MSCI Singapore Index and Straits Times Index, depending on the uplift in free float (if any) and remains one of the top five largest S-REITs in terms of free float size as at the Last Trading Day.

[28] Based on the top 10 S-REITs by free float market capitalisation (excluding the Merged Entity) as at the Last Trading Day. Top 10 REITs by free float market cap: Ascendas Real Estate Investment Trust ("**AREIT**"), CapitaLand Integrated Commercial Trust ("**CICT**"), Mapletree Logistics Trust ("**MLT**"), Mapletree Industrial Trust ("**MIT**"), MCT, Frasers Logistics & Commercial Trust, Frasers Centrepoint Trust, Keppel DC REIT, MNACT and Keppel REIT. Free float calculated as total units excluding sponsor-held units.

[29] The Preferential Offering will only proceed if the Preferential Offering Conditions have been satisfied.



Sources: FactSet, Market data aligned to MSCI Singapore Index closing information as at the Last Trading Day.

Notes:

(1) Free float for MCT excludes MCT Units held by the Sponsor via HFPL, HF Place, HF Eight, Sienna and the MCT Manager. Free float for MNACT excludes MNACT Units held by the Sponsor via Kent, Suffolk, the MNACT Manager and MNAPML. MCT's free float is computed based on 2,239.6 million free float units multiplied by MCT Unit price of S$2.0000 as at the Last Trading Day. MNACT's free float is computed based on 2,182.3 million free float units multiplied by MNACT Unit price of S$1.1100 as at the Last Trading Day.

(2) The Merged Entity's free float excludes units that would be held by the Sponsor through its various subsidiaries and associates. The Merged Entity's free float is computed based on 3,332.7 million free float units multiplied by the Scheme Issue Price of S$2.0039 per unit, assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-and-Scrip Consideration. The Merged Entity's free float is computed based on 3,540.9 million free float units multiplied by the Scheme Issue Price of S$2.0039 per unit, assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration. The Merged Entity's free float is computed based on 2,239.6 million free float units multiplied by the Scheme Issue Price of S$2.0039 per unit, assuming all MNACT Unitholders elect to receive the Cash-Only Consideration.

(3) Based on the top 10 S-REITs by free float market capitalisation (excluding the Merged Entity) as at the Last Trading Day. Top 10 REITs by free float market cap: AREIT, CICT, MLT, MIT, MCT, Frasers Logistics & Commercial Trust, Frasers Centrepoint Trust, Keppel DC REIT, MNACT and Keppel REIT. Free float calculated as total units excluding sponsor-held units.

3.4 Enlarged Platform Better Positioned to Unlock Upside Potential

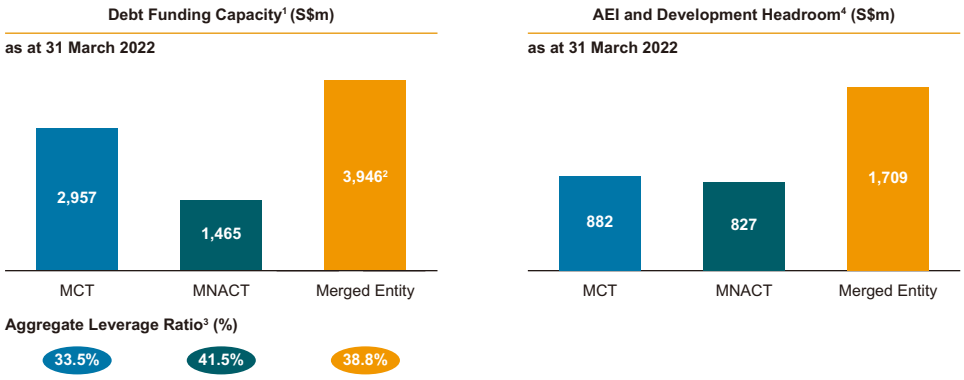
3.4.1 Enhanced financial flexibility to pursue more growth opportunities

The Merged Entity is expected to have an aggregate leverage ratio of 38.8%[30] as at 31 March 2022, on a pro forma basis, and will have a larger debt funding capacity of approximately S$3.9 billion.

This will allow the Merged Entity to act more swiftly to capture investment opportunities as and when they present themselves, and to have greater flexibility to pursue larger acquisitions and undertake capital recycling initiatives, strengthening its overall ability to compete for inorganic growth opportunities.

[30] Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-and-Scrip Consideration or the Cash-Only Consideration.

The Merged Entity is also expected to have a larger development headroom of S$1.7 billion and will be able to undertake more asset enhancement initiatives ("**AEI**") and development initiatives to boost organic growth for unitholders.



Notes:

(1) Debt funding capacity based on the aggregate leverage limit of 50.0% as permitted by the Property Funds Appendix (as defined below).

(2) Debt funding capacity assumes that an additional S$237.9 million of acquisition debt was drawn down on 1 April 2021 to partially fund the cash component of the Scheme Consideration and the Transaction Costs[31] of the Merger, assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-and-Scrip Consideration or Cash-Only Consideration.

(3) Aggregate leverage ratios for MCT and MNACT as at 31 March 2022 as announced on 20 April 2022 and 19 April 2022 respectively.

(4) Development headroom calculated based on 10.0% of the deposited property of MCT, MNACT and the Merged Entity respectively, with the deposited property of the Merged Entity based off the pro forma aggregate deposited property of MCT and MNACT. MCT's AUM and MNACT's AUM as at 31 March 2022 were used as proxy for the deposited property.

3.5 FY21/22 Pro Forma DPU and NAV accretive to MCT Unitholders

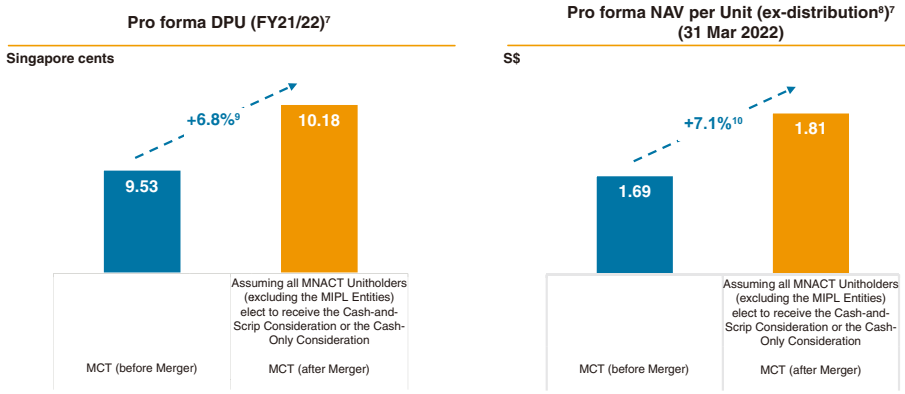
Assuming that the Merger had been completed on 1 April 2021, the pro forma DPU for FY21/22 would have increased from 9.53 Singapore cents to 9.94 Singapore cents (assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration) or 10.18 Singapore cents (assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-and-Scrip Consideration or Cash-Only Consideration). This translates to a pro forma FY21/22 DPU accretion of 4.3% and 6.8% respectively.

Additionally, assuming that the Merger had been completed on 31 March 2022, the pro forma NAV per unit (ex-distribution) as at 31 March 2022 would have increased from S$1.69 to S$1.81 for all three Scheme Consideration options. This translates to a pro forma FY21/22 NAV per unit accretion of 7.1%.

31 "**Transaction Costs**" means the upfront financing costs, professional and other fees and expenses incurred or to be incurred in connection with the Merger. Please refer to Paragraph 5.11 of the MCT Circular for more information.

The MCT Manager made capital allowance claims and retained capital distribution totalling S$43.7 million in FY19/20[32] to conserve liquidity in view of the uncertainty due to the COVID-19 pandemic. Of this, S$28.0 million was released to MCT Unitholders in FY20/21[33] and the remaining retained cash of S$15.7 million was released to MCT Unitholders in FY21/22.

FY21/22 Pro Forma DPU[1,2,3] and NAV accretive[4,5,6] to MCT Unitholders



Notes:

(1) Assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration, the Scheme Consideration is assumed to comprise: (i) S$18.1 million of acquisition debt drawn down to fund the Transaction Costs of the Merger; and (ii) 2,086.6 million Consideration Units issued at the Scheme Issue Price of S$2.0039 per unit.

(2) Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-and-Scrip Consideration, the Scheme Consideration is assumed to comprise: (i) additional S$237.9 million of acquisition debt drawn down and S$200.0 million of perpetual securities issued to fund the cash component of the Scheme Consideration and Transaction Costs of the Merger; and (ii) 1,878.4 million Consideration Units issued at the Scheme Issue Price of S$2.0039 per unit.

(3) Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-Only Consideration, the Scheme Consideration assumes (i) additional S$237.9 million of acquisition debt drawn down and S$200.0 million of perpetual securities issued to fund the cash component of the Scheme Consideration and Transaction Costs of the Merger; and (ii) 785.3 million Consideration Units and 1,093.1 million MCT Units issued through the Preferential Offering at the Scheme Issue Price of S$2.0039 per unit.

(4) Assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration, the Scheme Consideration is assumed to comprise: (i) S$18.1 million of acquisition debt drawn down to fund the Transaction Costs of the Merger; and (ii) 2,103.7 million Consideration Units issued at the Scheme Issue Price of S$2.0039 per unit.

(5) Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-and-Scrip Consideration, the Scheme Consideration is assumed to comprise: (i) additional S$237.9 million of acquisition debt drawn down and S$200.0 million of perpetual securities issued to fund the cash component of the Scheme Consideration and Transaction Costs of the Merger; and (ii) 1,895.5 million Consideration Units issued at the Scheme Issue Price of S$2.0039 per unit.

(6) Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-Only Consideration, the Scheme Consideration assumes (i) additional S$237.9 million of acquisition debt drawn down and S$200.0 million of perpetual securities issued to fund the cash component of the Scheme Consideration and Transaction Costs of the Merger; and (ii) 802.4 million Consideration Units and 1,093.1 million MCT Units issued through the Preferential Offering at the Scheme Issue Price of S$2.0039 per unit.

(7) The pro forma financial effects of the Merger on MCT and all references to the pro forma financial information of MCT are for illustrative purposes only; they are not intended to be nor shall they constitute profit forecasts.

(8) Excludes MCT's reported 2H FY21/22 DPU of 5.14 Singapore cents.

(9) Assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration, the Merged Entity's pro forma FY21/22 DPU is 9.94 Singapore cents and the pro forma FY21/22 DPU accretion is 4.3%.

(10) Assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration, the Merged Entity's pro forma NAV per unit (ex-distribution) as at 31 March 2022 is S$1.81 and the pro forma NAV accretion as at 31 March 2022 is 7.1%.

32 "**FY19/20**" means the financial year ended 31 March 2020.

33 "**FY20/21**" means the financial year ended 31 March 2021.

3.6 Reinforced Commitment to Sustainability

Both MCT and MNACT have demonstrated firm and longstanding commitment to sustainability and have been proactive in delivering long-term value while minimising the impact to the environment and community. To date, MCT and MNACT have aligned their sustainability approach and efforts to the United Nations Sustainable Development Goals ("**SDGs**"), including relevant SDGs such as Affordable and Clean Energy, Sustainable Cities and Communities, and Decent Work and Economic Growth. Assets across both REITs' portfolios have also received various green building certifications. For example, Festival Walk and MBC have been accorded the highest green building accolades by the respective local authorities in recognition of the building's environmental impact and performance. The Merged Entity is expected to continue the sustainability reporting standards, sustainability practices and green financing efforts of both REITs. This will enhance the business resilience of the Merged Entity and demonstrate its commitment to drive environmental stewardship, engage stakeholders and communities, as well as uphold high standards of corporate governance.

Post-Merger, the Merged Entity will proactively pursue more environmental, social and governance ("**ESG**") initiatives such as incorporating wider ESG considerations into business strategies and corporate policies. The Merged Entity will establish a roadmap for more assets to be green-certified. For existing assets with green certification, these are expected to meet more stringent green building certifications (such as Singapore Building and Construction Authority's Green Mark 2021 Platinum and Super Low Energy ratings), undertake bolder initiatives to reduce whole life carbon footprint and improve assets' overall sustainability. The Merged Entity will also enhance its ESG reporting standards through its participation in the Global Real Estate Sustainability Benchmark (the "**GRESB**") and alignment to the Task Force on Climate-Related Financial Disclosures ("**TCFD**"), as well as secure more green financing for environmentally-sustainable projects. These initiatives will improve the Merged Entity's ESG performance, thereby creating more value for stakeholders in the long run.



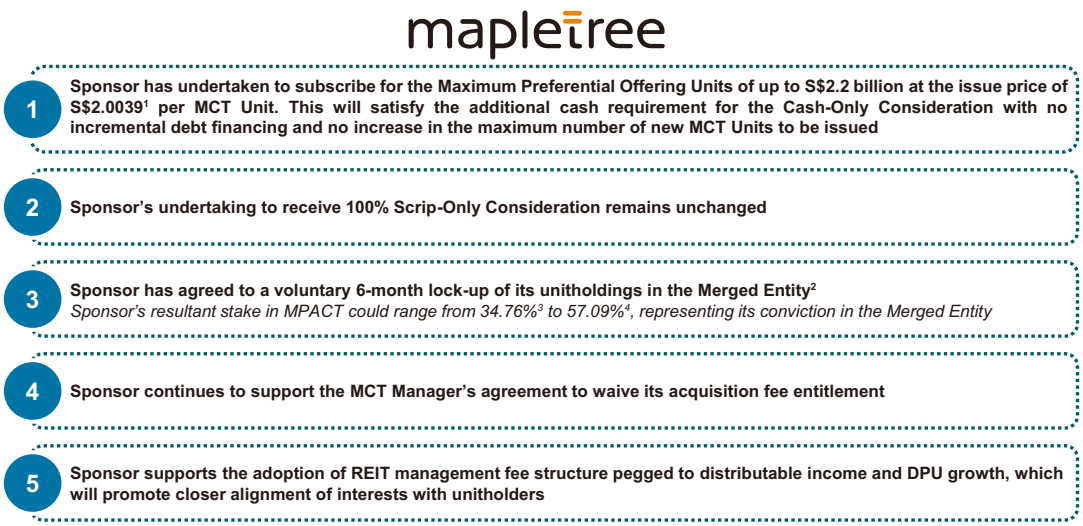
Notes:

(1) GRESB is an investor-driven organisation committed to assessing the ESG performance of real assets globally. The GRESB Real Estate Assessment provides the basis for systematic reporting, scoring and peer benchmarking of ESG management and performance of property companies and funds around the world.

(2) The TCFD was established to develop recommendations for more effective climate-related disclosures and, in turn, enable stakeholders to understand better the companies' exposures to climate-related risks.

3.7 Continued Support and Strong Commitment from Sponsor

MIPL, as Sponsor of MCT and MNACT, has demonstrated its conviction and support for the Merger and the Trust Scheme as well as its confidence in the long-term value and articulated strategy of the Merged Entity.



Notes:

(1) The issue price of S$2.0039 per MCT Unit under the Preferential Offering is the same as the Scheme Issue Price of each Consideration Unit of S$2.0039 (being the 1-day VWAP per MCT Unit as at the Last Trading Day).

(2) The lock-up period commences from the earlier of the date of completion of the Trust Scheme and the date of completion of the Preferential Offering until the date falling six months after such date.

(3) Based on an aggregate of 5,427,244,574 units in the Merged Entity, assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration. This figure does not take into consideration any fees that may be payable in MCT Units or MNACT Units to the MCT Manager, the MNACT Manager or MNAPML (in its capacity as property manager of the MNACT Properties) prior to the Record Date.

(4) Based on an aggregate of 5,218,993,868 units in the Merged Entity, assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-Only Consideration and the relevant MIPL Entities subscribe for the Maximum Preferential Offering Units. This figure does not take into consideration any fees that may be payable in MCT Units or MNACT Units to the MCT Manager, the MNACT Manager or MNAPML (in its capacity as property manager of the MNACT Properties) prior to the Preferential Offering Record Date.

3.7.1 Full Backing of Preferential Offering by Sponsor

To further demonstrate its conviction and support for the Merger, the Sponsor has undertaken via the MIPL Undertaking to subscribe for the Maximum Preferential Offering Units of up to S$2.2 billion at an issue price of S$2.0039 per Preferential Offering Unit. This will be used to finance the additional cash requirement for the Cash-Only Consideration with no incremental debt financing requirement nor impact on the aggregate leverage of MCT and the Merged Entity above that which was already required or would result under the Trust Scheme prior to the introduction of the Cash-Only Consideration.

3.7.2 Sponsor's undertaking to receive 100.0% Scrip-Only Consideration remains unchanged

The Sponsor has provided an undertaking to receive 100.0% Scrip-Only Consideration as payment of the Scheme Consideration in respect of all its MNACT Units. Accordingly, the MIPL Entities which hold MNACT Units, being Kent, Suffolk, MNAPML and the MNACT Manager, will be electing to receive 100.0% Scrip-Only Consideration as payment of the Scheme Consideration in respect of all their MNACT Units.

3.7.3 Sponsor has agreed to a voluntary six-month lock-up of its unitholdings in the Merged Entity

As an additional demonstration of commitment for the Merged Entity and increased alignment with unitholders, MIPL has also agreed via the Sponsor Lock-Up Undertaking to a voluntary six-month lock-up of the unitholdings of the MIPL Entities in the Merged Entity following the completion of the Trust Scheme or the Preferential Offering[34] (whichever is earlier). The Sponsor's resultant stake in the Merged Entity could range from 34.76% to 57.09%, representing its conviction in the Merged Entity.

3.7.4 Sponsor continues to support the MCT Manager's agreement to waive its acquisition fee entitlement

To demonstrate its commitment and support for the Merger and growth of the Merged Entity, the MCT Manager (with the support of MIPL, which owns 100.0% of the MCT Manager and is the Sponsor of both MCT and MNACT) has agreed to waive its acquisition fee entitlement under the MCT Trust Deed in respect of the Merger.

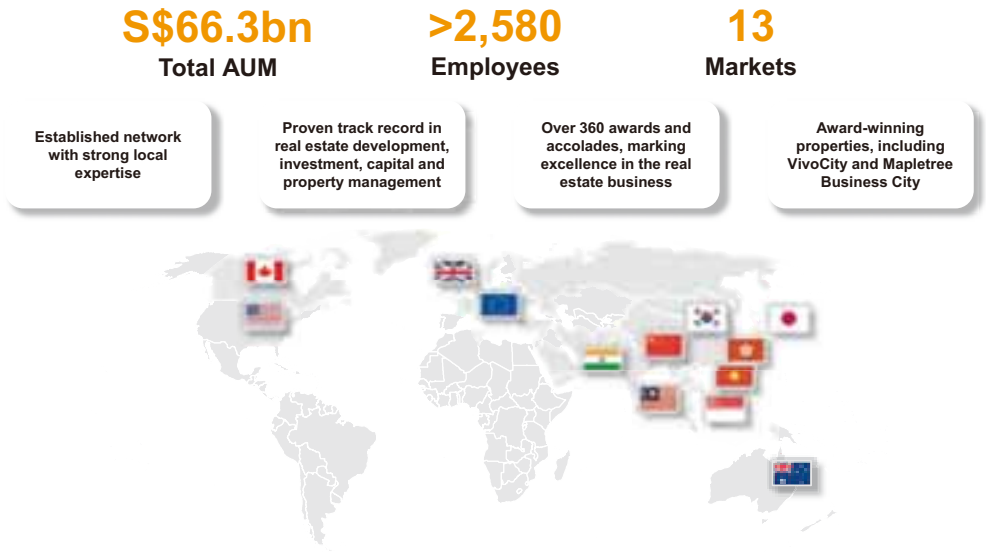
3.7.5 Adoption of REIT management fee structure pegged to distributable income and DPU growth

It is also intended that the management fee structure of the Merged Entity is to be pegged to distributable income and DPU growth. The revised fee structure enables closer alignment of interests with unitholders of the Merged Entity by incentivising sustainable distributable income and DPU growth.

[34] The Preferential Offering will only proceed if the Preferential Offering Conditions have been satisfied.

3.7.6 Leverage on domain expertise and track record of Sponsor

The Sponsor has an established global presence in 13 markets and over S$66 billion in AUM as well as proven track record in real estate development, investment, capital and property management. The Merged Entity will ultimately be able to leverage on the domain expertise of the Sponsor to pursue active asset management and enhancement and capture accretive investment opportunities more proactively.



Source: MIPL figures as at 31 March 2021.

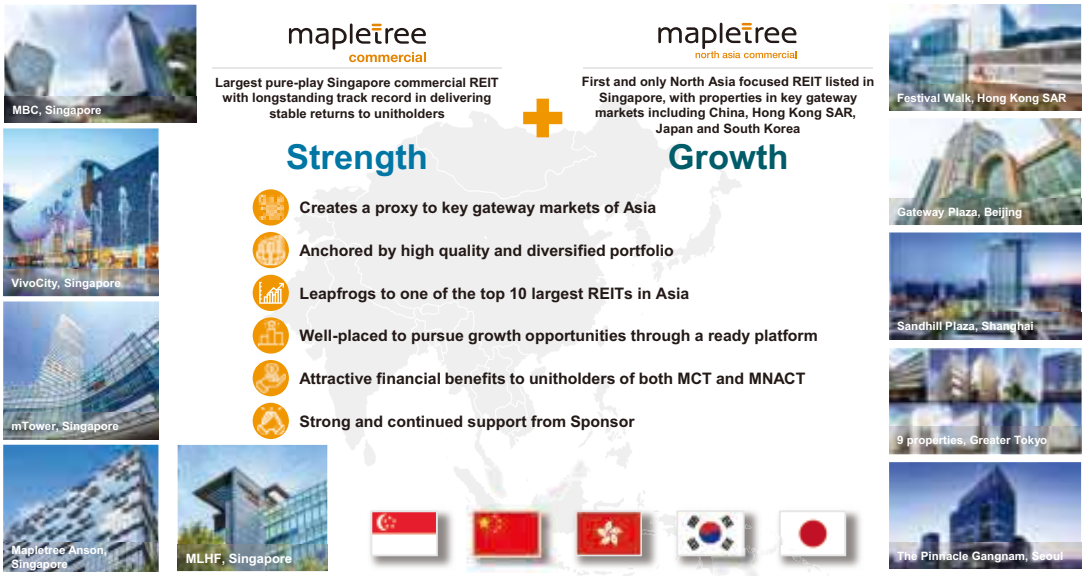
3.8 Rationale and Key Benefits: Conclusion

MCT is a Singapore-focused commercial REIT that has been appreciated by investors for its stability and track record. However, given the small size of the Singapore market and inherently limited transaction opportunities for commercial assets, the MCT Manager believes that the next step in augmenting MCT's long-term sustainable growth is for MCT to expand overseas, and specifically into Pan Asia.

The Merger has been proposed amidst an expected recovery from COVID-19 as a pathway for further growth by merging MCT with MNACT's ready and established platform. Although short- to medium-term challenges remain amidst uncertainties in recovery, MCT sees value in MNACT's assets and in the long-term prospects of growth in the key gateway markets of Asia. As such, the integration of MCT's strength with MNACT's ready platform will put the Merged Entity on an enhanced growth trajectory. The Merged Entity will be an enlarged platform with both scale and reach, and will be better-placed to capture accretive growth opportunities across the key gateway markets of Asia.

Ultimately, the Merger provides MCT Unitholders with immediate financial benefits and access to attractive footholds into North Asia that is supported by established local operating teams with extensive experience and strong track records. By merging with a ready platform, opportunities for growth and expansion into Pan Asia can be seized more quickly and easily as opposed to purchasing assets on an individual basis.

Strategically, the Merger is expected to be a transformative merger combining strength and growth potential to create a flagship Asian commercial REIT with stability and scale. The Merged Entity will be a proxy to key gateway markets of Asia that is anchored by a high quality and diversified commercial portfolio. The integration of size and a ready platform will place the Merged Entity well to pursue growth opportunities across geographies. The Merged Entity will have a free float size equivalent to or greater than MCT's and will remain a constituent of key indices, ultimately benefitting all unitholders of the Merged Entity.



4. FUTURE INTENTIONS FOR THE MERGED ENTITY

4.1 Intentions for the Merged Entity

Subject to the Trust Scheme becoming effective on the Effective Date, it is intended that the following matters be undertaken:

4.1.1 Expansion of Investment Mandate

As stated in paragraph 1.6.3 of this Offeror's Letter, it is intended that upon the Trust Scheme becoming effective in accordance with its terms, the existing investment mandate of MCT will be expanded to the Expanded Investment Mandate.

4.1.2 Appointment of the MCT Manager as manager of MNACT and Fee Structure of the Merged Entity

On or about the completion of the Merger, it is intended that the MNACT Manager will retire as the manager of MNACT and the MCT Manager will be appointed as the manager of the delisted MNACT, in each case, in accordance with the terms of the MNACT Trust Deed. Accordingly, it is currently intended that the management fees which would otherwise have been payable to the MNACT Manager (including base management fees, performance management fees, acquisition fees and divestment fees) pursuant to the MNACT Trust Deed will, instead, be payable to the MCT Manager.

It is also intended that, subject to the approval by MCT Unitholders of the MCT Trust Deed Amendments Resolution (as defined below), a revised management fee structure will be adopted such that the management fees payable to the MCT Manager will constitute:

(i) base fee comprising 10.0% of the distributable income of the Merged Entity (calculated before accounting for the base fee and performance fee); and

(ii) performance fee comprising 25.0% of the difference in DPU in a financial year with the DPU in the preceding financial year (calculated before accounting for the performance fee, but after accounting for the base fee in that financial year), multiplied by the weighted average number of the Merged Entity's units in issue for such financial year.

For the avoidance of doubt:

(a) the revised management fee structure is subject to the approval of the MCT Unitholders of the resolution in relation to the proposed management fee supplement to the MCT Trust Deed as set out in Schedule 2 to the MCT Circular (the "**MCT Trust Deed Amendments**" and the resolution in relation to the MCT Trust Deed Amendments, the "**MCT Trust Deed Amendments Resolution**"), and is subject to the Trust Scheme becoming effective in accordance with its terms and will take effect from the Effective Date;

(b) the Merger will **not** be conditional on the approval of the MCT Trust Deed Amendments Resolution by the MCT Unitholders. In the event that the resolutions seeking the MCT Unitholders' approval for (1) the Merger, (2) the issuance of the Consideration Units and (3) the Whitewash Resolution are approved but the MCT Trust Deed Amendments Resolution is not approved, the Merger will proceed on satisfaction and/or waiver of all Conditions (as defined below) and MCT's existing fee structure will continue to apply to the Merged Entity; and

(c) the MCT Trust Deed Amendments Resolution will **remain** conditional on the resolutions for (1) the Merger, (2) the issuance of the Consideration Units and (3) the Whitewash Resolution being approved by the MCT Unitholders. In the event that any of the above-mentioned resolutions are not passed, the MCT Trust Deed Amendments will not be adopted and MCT's existing fee structure will continue to apply to MCT.

Under the revised management fee structure, assuming the MCT Trust Deed Amendments Resolution is approved by the MCT Unitholders, the performance fee is payable if the DPU in any financial year exceeds the DPU in the preceding financial year, notwithstanding that the DPU in the financial year where the performance fee is payable may be less than the DPU in any preceding financial year[35]. In determining the performance fee, the first year for which DPU growth is based on is the financial year ended 31 March 2022. Further, in determining the performance fee for the financial year ending 31 March 2023, the difference in DPU will be based on the DPU of the Merged Entity for the financial year ending 31 March 2023 and the DPU of MCT for the financial year ended 31 March 2022.

[35] As an illustration, if the DPU is 5.20 Singapore cents in Year 1, 5.10 Singapore cents in Year 2 and 5.15 Singapore cents in Year 3, the performance fee is payable in relation to Year 3 as the DPU for Year 3 exceeds Year 2, notwithstanding that the DPU for Year 3 is less than the DPU for Year 1.

For the purpose of the computation of the performance fee only, the DPU shall be calculated based on all income of the Merged Entity arising from the operations of the Merged Entity, such as, but not limited to, rentals, interest, dividends, and other similar payments or income arising from the authorised investments of the Merged Entity but shall exclude any one-off income of the Merged Entity such as any income arising from any sale or disposal of (i) any real estate (whether directly or indirectly through one or more special purpose vehicles) or any part thereof, and (ii) any investments forming part of the assets of the Merged Entity or any part thereof. The rationale for computing the DPU in the manner described above is to ensure that the measure of the performance of the Merged Entity's manager is based on the recurring income of the Merged Entity arising from the operations as opposed to one-off income such as a sale or disposal of assets which may skew the DPU in a relevant financial year.

In accordance with MCT's current fee structure, there will be no change to the MCT Manager's ability to elect to receive the base fee and performance fee in cash or MCT Units or a combination of cash and MCT Units (as it may in its sole discretion determine).

For the avoidance of doubt, the acquisition fee and the divestment fee structure of the MCT Manager will remain unchanged and will be applicable to the Merged Entity.

Assuming the MCT Trust Deed Amendments Resolution is approved by the MCT Unitholders, following completion of the Merger, the fees payable to the MCT Manager and MCT Trustee are as follows:[36]

Management Fees(1)	
Base Fee	10.0% of the distributable income of the Merged Entity (calculated before accounting for the base fee and performance fee).
Performance Fee	25.0% of the difference in DPU in a financial year with the DPU in the preceding financial year (calculated before accounting for the performance fee, but after accounting for the base fee in that financial year), multiplied by the weighted average number of the Merged Entity's units in issue for such financial year.

[36] For a comparison table of the current management fee structure of MCT, the current management fee structure of MNACT and the revised management fee structure of the Merged Entity, please refer to **Schedule I, Part 1** of this Offeror's Letter. For more information on other fees relating to the MCT Properties and MNACT Properties (each as defined below) which will continue to apply post-Merger, please refer to **Schedule I, Part 2** and **Part 3** of this Offeror's Letter, respectively.

Management Fees[1]	
Acquisition Fee[2]	Not more than 1.0% of each of the following as is applicable (subject to there being no double-counting): (a) the acquisition price of any real estate purchased, whether directly or indirectly through one or more special purpose vehicles, by the trustee of the Merged Entity on behalf of the Merged Entity (plus any other payments in addition to the acquisition price made by the trustee of the Merged Entity on behalf of the Merged Entity or its special purpose vehicles to the vendor in connection with the purchase of the real estate) (pro-rated, if applicable, to the proportion of the Merged Entity's interest); (b) the underlying value of any real estate which is taken into account when computing the acquisition price payable for the equity interests of any vehicle holding directly or indirectly the real estate, purchased, whether directly or indirectly through one or more special purpose vehicles, by the trustee of the Merged Entity on behalf of the Merged Entity (plus any additional payments made by the trustee of the Merged Entity on behalf of the Merged Entity or its special purpose vehicles to the vendor in connection with the purchase of such equity interests) (pro-rated, if applicable, to the proportion of the Merged Entity's interest); or (c) the acquisition price of any investment purchased by the trustee of the Merged Entity on behalf of the Merged Entity, whether directly or indirectly through one or more special purpose vehicles, in any debt securities of any property corporation or other special purpose vehicle owning or acquiring real estate or any debt securities which are secured whether directly or indirectly by the rental income from real estate.

Management Fees[1]	
Divestment Fee[2]	Not more than 0.5% of each of the following as is applicable (subject to there being no double-counting): (a) the sale price of real estate sold or divested, whether directly or indirectly through one or more special purpose vehicles, by the trustee of the Merged Entity acting on behalf of the Merged Entity (plus any other payments in addition to the sale price received by the trustee of the Merged Entity on behalf of the Merged Entity or its special purpose vehicles from the purchaser in connection with the sale or divestment of the property) (pro-rated, if applicable, to the proportion of the Merged Entity's interest); (b) the underlying value of any real estate which is taken into account when computing the sale price for the equity interests in any vehicle holding directly or indirectly the real estate, sold or divested, whether directly or indirectly through one or more special purpose vehicles, by the trustee of the Merged Entity on behalf of the Merged Entity (plus any additional payments received by the trustee of the Merged Entity on behalf of the Merged Entity or its special purpose vehicles from the purchaser in connection with the sale or divestment of such equity interests) (pro-rated, if applicable, to the proportion of the Merged Entity's interest); or (c) the sale price of any investment sold or divested by the trustee of the Merged Entity acting on behalf of the Merged Entity, whether directly or indirectly through one or more special purpose vehicles, in any debt securities of any property corporation or other special purpose vehicle owning or acquiring real estate or any debt securities which are secured whether directly or indirectly by the rental income from real estate.
Trustee's Fee[1], [2]	
Not more than 0.1% per annum of the Value of the Deposited Property (each as defined in the MCT Trust Deed), subject to a minimum of S$12,000 per month excluding all reasonable out-of-pocket expenses and all applicable goods and services tax.	

Notes:

(1) This summary should be read in conjunction with, and in the context of, the MCT Trust Deed.

(2) This is the same rate as presently adopted by MCT.

The proposed new fee structure for the Merged Entity is pegged to distributable income and DPU growth, and is expected to promote closer alignment of interests with the Merged Entity's unitholders by directly incentivising long-term sustainable distributable income and DPU growth. The Merger therefore provides a timely opportunity for the MCT Manager to propose this change in fee structure.

The new fee structure will also result in lower fees for the Merged Entity as a percentage of total assets.

FY21/22		**Merged Entity Pro forma basis**	
Management fee estimates	**MCT (based on MCT's current fee structure)**	**Assuming the Merged Entity continues to apply MCT's current fee structure**	**Based on the proposed new fee structure**
Manager's base fee (S$'m)	22.2	43.6	56.8[1] – 57.4[2]
Manager's performance fee (S$'m)	15.5	28.6	2.8[2] – 6.4[1]
Total (S$'m)	**37.8**	**72.2**	**60.3[2] – 63.2[1]**
Total assets (S$'m)	8,984.5	17,440.6	17,440.6
Total management fee as a % of total assets	**0.42%**	**0.41%**	**0.35%[2] – 0.36%[1]**

Notes: Percentage values may not add up due to rounding differences.

(1) Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-and-Scrip Consideration or Cash-Only Consideration.

(2) Assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration.

For illustration, assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-and-Scrip Consideration or the Cash-Only Consideration, the total management fees for the Merged Entity based on the new fee structure (and based on the historical pro forma financial information for FY21/22) is between S$60.3 million and S$63.2 million (between 0.35% and 0.36% of the Merged Entity's total asset base), which is lower than the S$72.2 million (0.41% of the Merged Entity's total asset base) if the Merged Entity were to continue with MCT's existing fee structure. This is in spite of the Merger that is expected to deliver between 4.3% to 6.8% of accretion to DPU (depending on the final consideration mix as a result of the Merger). The DPU in the following year will have to be higher for the performance fee to be paid to the manager of the Merged Entity.

Overall, the Merged Entity will be better positioned for long-term sustainable growth with a fee structure that is based on DPU growth and an optimal mix of management fees that are paid in units and cash which aligns with unitholders' interests whilst minimising the dilutive impact of an issuance of units.

4.1.3 Board and Management of the Merged Entity

The existing board of directors of the MCT Manager will be reviewing the composition of the board of directors and management of the MCT Manager. The MCT Manager expects that post-review, the board of directors of the manager of the Merged Entity will comprise such number of independent directors to be in line with the corporate governance requirements applicable to REIT managers, including the Code of Corporate Governance 2018. The appointment of any new directors or key management staff of the Merged Entity (if any) will be subject to the relevant corporate approvals and the approval of the Monetary Authority of Singapore (the "**MAS**") (if applicable).

As at the Latest Practicable Date, it is intended that Ms. Lim Hwee Li Sharon who currently holds the positions of Chief Executive Officer and Executive Director in the MCT Manager, will retain these positions in the manager of the Merged Entity following completion of the Merger.

4.1.4 Renaming of the Merged Entity

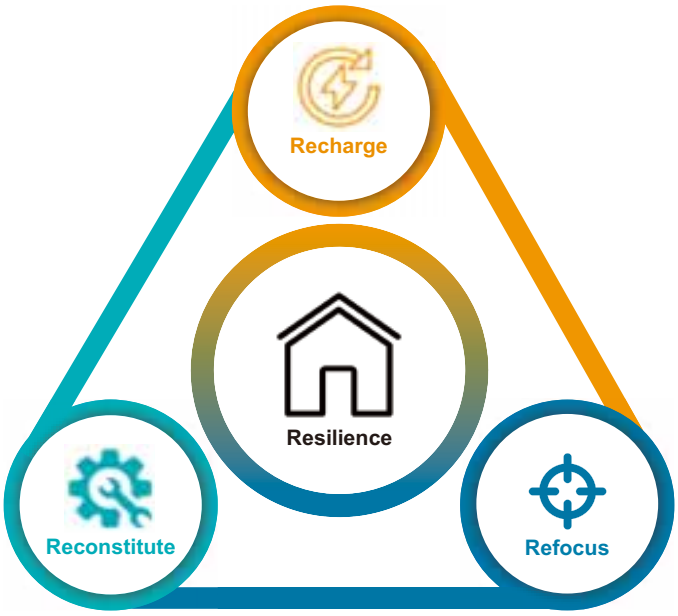
Following the Merger, the Merged Entity will be renamed as "Mapletree Pan Asia Commercial Trust".

4.2 Post-Merger Strategy of the MCT Manager in respect of the Merged Entity

The key objectives of the MCT Manager are to provide unitholders of the Merged Entity with a relatively attractive rate of return on their investment through regular and steady distributions, and to achieve long-term stability in DPU and NAV per unit, while maintaining an appropriate capital structure for the Merged Entity.

Following the Merger, the MCT Manager intends to implement the following post-Merger strategies in order to achieve its key objectives and to realise benefits from the Merger.

4.2.1 "4R" Asset and Capital Management Strategy



(i) **Recharge**

The MCT Manager will seek to drive NPI and DPU growth by incorporating best practices across the Merged Entity's portfolio to maximise operational performance, together with, among others, the optimisation of tenant mix and the pursuit of active asset management, accretive asset enhancement and redevelopment opportunities.

(ii) **Reconstitute**

The MCT Manager will seek to optimise the Merged Entity's portfolio by pursuing selective strategic divestments at an opportune time. The MCT Manager will also look to redeploy capital into higher yielding quality properties or other asset enhancement and redevelopment opportunities to drive returns.

(iii) **Refocus**

The MCT Manager will pursue accretive strategic acquisitions and participate in strategic developments, leveraging the local market expertise of the Merged Entity's "on-the-ground" teams as well as the Sponsor's strong Asia network and extensive pipeline.

For future growth, the Merged Entity will focus on adding office and office-like business park assets anchored by tenants in high growth sectors, including tech-enabled and biomedical tenants, to its portfolio. Key markets for growth include South Korea, Singapore and select cities in China.

(iv) **Resilience**

The MCT Manager will adopt a comprehensive capital management strategy to maintain a strong balance sheet, maximise liquidity and minimise risk. The MCT Manager will employ an appropriate capital structure while optimising cost of debt. This strategy is supported by securing access to diversified funding sources across financial institutions and capital markets. Appropriate hedging strategies to manage interest rate and forex exposure will continue to be implemented to address risks posed by market volatility.

4.2.2 The Merged Entity will embark on a proactive and tailored strategy to realise benefits from the Merger



(i) **Drive NPI and DPU growth through cross-pollination of teams and active asset management while capitalising on market recovery**

The MCT Manager will focus on realising the benefits of the enlarged platform through the integration and cross-pollination of legacy MCT and MNACT teams across core functions and geographies. In doing so, the MCT Manager will seek to harness valuable intellectual capital and best practices that can be implemented across the enlarged platform to capture efficiencies, enhance portfolio optimisation and capitalise on market recovery trends to drive NPI and DPU growth.

(ii) **Unlock value through selective strategic divestments at an opportune time**

The MCT Manager will undertake selective strategic divestments as part of a broader portfolio optimisation strategy. In pursuing selective divestments, the Merged Entity will unlock value to redeploy capital in the best interest of unitholders.

The Merged Entity's Japan portfolio consists of nine decentralised office properties located across Tokyo, Yokohama and Chiba. Collectively, these properties represent approximately 10.0% of the Merged Entity's AUM and 11.0% of the Merged Entity's NPI.

Post-Merger, the Merged Entity's portfolio will comprise a significant proportion of stable and well-diversified assets in Singapore, allowing the Merged Entity to pursue opportunities to rebalance the Japan portfolio.

Given that the Japan assets represent a relatively small proportion of the enlarged portfolio, and considering Japan's status as a mature market with benign growth, the MCT Manager will look to capitalise on opportunities to make selective divestments at opportune times.

(iii) **Focus on accretive acquisitions of office and office-like business park assets in key gateway cities, anchored by tenants in high growth sectors and leveraging on the enlarged balance sheet and enhanced financial flexibility**

The Merged Entity's enlarged portfolio consists of 18 commercial properties spanning five Asia gateway markets, including Singapore, China, Hong Kong SAR, Japan and South Korea.

The MCT Manager aims to expand the Merged Entity's AUM by pursuing a primarily acquisitive growth strategy within its existing markets, and leveraging its enlarged balance sheet to focus on opportunities within key gateway cities that can drive growth in NPI and DPU.

The MCT Manager will focus on properties anchored by tenants from high growth sectors across South Korea's Grade A office market, as well as Grade A office and office-like business park assets in select cities in China.

Office assets: The MCT Manager sees significant opportunities in South Korea's Grade A office market which has shown strong growth despite the uncertainty caused by COVID-19 and benefits from attractive market dynamics, including built-in rental escalations. The MCT Manager will look to selectively increase exposure to the South Korea office market with assets of similar quality as TPG.

The MCT Manager also sees opportunities in select Chinese cities on the back of the country's commitment to high quality growth and development, encouraging innovation and digitalisation, which is expected to drive demand from sectors such as technology, media, and telecommunications ("**TMT**"), finance and business services, as well as a general preference to work from the office, defending against the global trend of remote work.

Office-like business park assets: The pandemic operating environment generally favours business park assets as cost-sensitive tenants are attracted to the affordability of decentralised offices. The MCT Manager will look to expand the Merged Entity's presence in office-like business park assets across select Chinese cities, with a view to replicate the performance and stability of Sandhill Plaza in Shanghai.

4.2.3 A localised and tailored strategy for each market seeks to maximise benefits of the Merger

The following sections contain views of the MCT Manager and Colliers, which was jointly engaged by the MCT Manager and the MNACT Manager to perform independent market research in relation to the Merger.

(i) **Singapore**

Market View	Retail sales expected to gradually return to pre-COVID-19 levels by end-2023 in tandem with easing restrictions. Market dynamics conducive to recovery and demand for good quality decentralised offices and business parks expected to remain resilient.
Asset Level View	**5 Singapore assets** VivoCity is Singapore's largest mall, positioned as a multi-dimensional retail destination for both locals and tourists. MBC is a large-scale integrated office, business park and retail complex with Grade A building specifications set amidst lush greenery. Its environmentally sustainable design and modern features make it highly appealing to tenants in new growth sectors. Both VivoCity and MBC are located within the Greater Southern Waterfront precinct, and are considered to be best-in-class assets. Stable cash flows from a well-diversified portfolio of best-in-class assets supported by high quality tenants. Focus remains to maintain a healthy portfolio occupancy and sustainable rental income.
Post-Merger Strategy	**Core and Stability** Singapore will remain a core market to provide underlying portfolio stability. There remains potential to acquire right-of-first-refusal assets from the Sponsor to entrench a market leadership position in the attractive Greater Southern Waterfront precinct.

(ii) **Hong Kong SAR**

Market View	Hong Kong SAR is one of the world's largest real estate markets with high levels of global investor demand. Despite the size of the market, it remains rare for quality assets of scale to come to the market. The renewal of land leases for a nominal annual fee is standard market practice for property valuations in Hong Kong SAR. A significant proportion of land leases in Hong Kong SAR are due to expire in mid-2047, including over 30,000 land leases in the New Territories which are expiring on 30 June 2047. The Hong Kong SAR government has a clear policy for dealing with land leases and related matters, including extension of land leases(1). Under the policy, all leases (excluding short term tenancies and special purpose leases) not containing a right of renewal ("**non-renewable leases**") may, upon expiry and at the sole discretion of the Hong Kong SAR government, be extended for a term of 50 years without payment of an additional premium. The Lands Department has extended most non-renewable leases since the policy was first promulgated in July 1997(1). Although Festival Walk's lease is a non-renewable lease, there are no exceptional circumstances to expect that the lease will not be renewed (except as in the case of the site being required for a public purpose or a serious breach of the lease). The valuation is done on the basis that the lease will be renewed. Moving forward, the impact of COVID-19 will continue to weigh on the performance of the retail sector, especially in the first half of the year with the current Omicron outbreak. The MCT Manager expects the retail market and shopper sentiments to recover gradually, especially as the current restrictions are gradually relaxed from 21 April 2022 onwards.
Asset Level View	**Festival Walk** Festival Walk is a highly regarded property in the Hong Kong SAR market that is popular among local consumers, particularly within the residential catchment around the property. Festival Walk is directly linked to the Kowloon Tong MTR station of Kwun Tong line and the overland East Rail line that links Hong Kong SAR directly to the Shenzhen border. In addition, Festival Walk is in close vicinity to two universities and schools, easily accessible by bus and road networks, providing the mall with multiple sources of shopper footfall.

	Performance reached peak levels in FY18/19[37], but has been affected by COVID-19 and social incidents since then. The MCT Manager will focus on recharging the asset to realise its maximum potential. The property is expected to benefit from any potential reopening of borders which will have a positive impact on footfall and sales, driving rental improvements. Although short- to medium-term challenges remain amidst uncertainties in recovery, the MCT Manager continues to see value in Festival Walk and in the long-term prospects of Hong Kong SAR. The property is well-positioned for growth when the impact of COVID-19 recedes and when the Hong Kong SAR retail market recovers. The independent valuation of Festival Walk as at 31 March 2022 utilised a gross capitalisation rate of 4.15% which is within the market range of 3.1% – 4.8%[(2)] for Hong Kong SAR retail properties.
Post-Merger Strategy	**Recovery** Focus on putting Festival Walk back on track towards its pre-COVID-19 and pre-social incidents levels before considering further expansion in Hong Kong SAR. The MCT Manager is focused on the stabilisation and improvement of Festival Walk such as by maintaining high occupancy and enhancing attractiveness of the mall. Unlikely to increase retail and office exposure in Hong Kong SAR without exceptional catalysts.

Notes:

(1) **Source:** Lands Department, The Government of the Hong Kong SAR.

(2) Based on portfolio capitalisation rates adopted for Fortune REIT's Hong Kong SAR investment properties and Link REIT's Hong Kong SAR retail properties as at 30 June 2021 and 30 September 2021, respectively.

[37] "**FY18/19**" means the financial year ended 31 March 2019.

(iii) **China**

Market View	One of the world's fastest growing economies underpinned by the new "dual circulation" development strategy. China's commitment to high quality growth and development, encouraging innovation and digitalisation, is expected to drive demand from sectors such as TMT, finance and business services. The Grade A office market in Lufthansa is expected to recover by early 2023, supported by steady demand from key business sectors. Zhangjiang Science City, an innovation hub in Pudong, Shanghai, is expected to ride on growing IT and biomedical sectors, where demand is expected to outstrip supply and drive rental growth. Further development of the China REIT sector will deepen liquidity of the real estate market.
Asset Level View	**Gateway Plaza (Beijing)** Gateway Plaza is a high quality Grade A office building located in the established and mature Lufthansa Area in Beijing, China, with high quality international tenants and good tenancy profile. As at 31 March 2022, Gateway Plaza reported a high occupancy rate of 94.3%, better than the 84.9% average occupancy rate of Beijing offices. Over the next years, TMT, finance and business services, including domestic insurance, wealth management, media companies and international tenants in the financial services and media sector will form the bulk of leasing demand at Lufthansa. This aligns with Beijing's opening up of the services industry which is expected to benefit Gateway Plaza. **Sandhill Plaza (Shanghai)** Sandhill Plaza is a stable asset with a strong tenant base and consistent performance. The property is expected to benefit from China's push to achieve technology self-sufficiency, especially in industries such as semiconductors and biomedical.

Post-Merger Strategy	**Harvest and Grow** The MCT Manager is focused on maintaining high occupancy levels of the assets through further diversifying their current tenant base and enhancing its leasing strategies, while continually reviewing the assets in the context of the enlarged portfolio. Moving forward, the MCT Manager will continue to leverage on local expertise to seek opportunistic acquisitions in office and office-like business park assets, anchored by tenants in high growth sectors.

(iv) **Japan**

Market View	Resilient demand expected for offices in decentralised and suburban areas given relatively low new supply and rental cost differentials compared to Tokyo 5 wards. Demand expected to recover as pandemic countermeasures are gradually eased, and businesses return to growth. Growing popularity of satellite offices located in peripheral areas outside of Tokyo 5 wards.
Asset Level View	**9 Japan Office Properties** Comprises mainly decentralised offices that are expected to maintain resilient demand and high occupancy in a stable market. Attractive real estate market, with favourable spread between asset yields and cost of funds. Post-Merger, Japan office assets become a relatively small segment of the merged portfolio, allowing the Merged Entity to rebalance the Japan component and capitalise on opportunities to recycle capital.
Post-Merger Strategy	**Rebalance** The Japan Properties provide a lower cost of funding for the Merged Entity and act as a hedge against volatility. Moving forward, the MCT Manager will endeavour to maintain performance of the Japan Properties before making selective divestments at an opportune time.

(v) **South Korea**

Market View	South Korea's Grade A office sector has shown strong growth in 2021 despite the uncertainty caused by COVID-19. GBD(1) is a strong performing submarket, supported by high-growth tech companies that are still performing well despite COVID-19. Office rental rates in GBD are expected to continue to outperform other submarkets. South Korea is one of the few developed Asian markets with attractive built-in rental escalations.
Asset Level View	**The Pinnacle Gangnam** The property is expected to continue to benefit from the positive rental reversions arising from a high proportion of leases with built-in annual rent escalations and strong leasing demand for expansion and relocation from high-growth IT, pharmaceutical and medical sectors.
Post-Merger Strategy	**Step Up and Grow** Given South Korea's favourable market dynamics, the market remains primed for targeted expansion which the MCT Manager will focus on. The MCT Manager will identify and pursue acquisitions of prime office assets, including the remaining stake in TPG, with the aim of benefitting particularly from growth sectors.

Note:

(1) GBD is one of the three core business districts in Seoul, where TPG is located in.

4.3 Other Intentions

Save as set out in this paragraph 4, there is presently no intention to (i) introduce any major changes to the business of MNACT, (ii) re-deploy the fixed assets of MNACT or (iii) discontinue the employment of the employees of the MNACT Group, in each case, save in the ordinary course of business or as a result of any internal reorganisation or restructuring within the Merged Entity which may be implemented after the Merger. However, the MCT Board retains and reserves the right and flexibility at any time and from time to time to consider any options in relation to the Merged Entity which may present themselves and which they may regard to be in the interests of the Merged Entity.

There may be interested person transactions (as defined in the Listing Manual) entered into in the ordinary course of business of the Merged Entity upon completion of the Merger. The Merged Entity will comply with the Listing Manual and make the relevant disclosures under Rule 905 of the Listing Manual if the aggregate value of such interested person transactions entered into in the same financial year (excluding the interested person transactions which have been approved by unitholders) is 3.0% or more of the latest audited net tangible assets ("**NTA**") of the Merged Entity.

5. SCHEME CONSIDERATION

5.1 Scheme Consideration. In consideration of the transfer of the MNACT Units referred to in paragraph 6.1 of this Offeror's Letter, each of the MCT Trustee and the MCT Manager has agreed, subject to the Trust Scheme becoming effective in accordance with its terms, that each MNACT Unitholder will be entitled to receive for each MNACT Unit held by it as at 5.00 p.m. on the Record Date, the following Scheme Consideration, at its election:

5.1.1 Scrip-Only Consideration: 0.5963 Consideration Units at the Scheme Issue Price of S$2.0039; **or**

5.1.2 Cash-and-Scrip Consideration: S$0.1912 in cash and 0.5009 Consideration Units at the Scheme Issue Price of S$2.0039; **or**

5.1.3 Cash-Only Consideration: S$1.1949 in cash,

in accordance with the terms and conditions of the Implementation Agreement. For the avoidance of doubt, each MNACT Unitholder is entitled to elect to receive only one form of the Scheme Consideration, being the Scrip-Only Consideration **OR** the Cash-and-Scrip Consideration **OR** the Cash-Only Consideration, in respect of its entire holdings of MNACT Units held as at 5.00 p.m. on the Record Date. No combination of different forms of the Scheme Consideration is permitted.

The Cash-Only Consideration will be the default form of the Scheme Consideration. MNACT Unitholders who do not make any election or fail to make a valid election for the Scrip-Only Consideration, Cash-and-Scrip Consideration or Cash-Only Consideration shall be deemed to have elected to receive the Cash-Only Consideration if the Trust Scheme becomes effective in accordance with its terms.

MIPL, the Sponsor of both MCT and MNACT, intends to elect to receive the Scrip-Only Consideration in respect of all its MNACT Units and has provided an undertaking to the MCT Manager to this effect.

The Scheme Consideration was determined by taking into consideration, among other factors:

(i) the short- to medium-term uncertainties of the respective property portfolios and the resulting potential benefits to be derived from the Merger of MCT and MNACT;

(ii) prevailing and historical relative market prices (including pre-COVID-19), distribution yields, price-to-NAV per MCT Unit and price-to-NAV per MNACT Unit;

(iii) relevant precedent trust scheme mergers in Singapore;

(iv) the latest available ex-distribution NAV of each MCT Unit and each MNACT Unit;

(v) the resulting pro forma consolidated financial effects of the Merger;

(vi) the amount of MCT Permitted Distributions (as defined in paragraph 6.6.1 of this Offeror's Letter) and the amount of MNACT Permitted Distributions (as defined in paragraph 6.6.2 of this Offeror's Letter) to be made by the MCT Manager and the MNACT Manager respectively; and

(vii) the latest available independent market valuations of the respective property portfolios of MCT and MNACT prior to the Joint Announcement[38].

The aggregate cash component of the Cash-and-Scrip Consideration or the Cash-Only Consideration (as the case may be) to be paid to each MNACT Unitholder shall be rounded to the nearest S$0.01. The number of Consideration Units which each MNACT Unitholder shall be entitled to pursuant to the Trust Scheme, based on the number of MNACT Units held by such MNACT Unitholder as at the Record Date, shall be rounded down to the nearest whole number, and fractional entitlements shall be disregarded.

As MNACT Unitholders may receive odd lots of MCT Units as part of the consideration for their MNACT Units pursuant to the Trust Scheme, the MNACT Manager will put in place arrangements to facilitate the trading of odd lots so that MNACT Unitholders who wish to round up or down their unitholding to the nearest board lot size of MCT Units (i.e. in multiples of 100 MCT Units) can do so. Please refer to Paragraph 19 of the Letter to MNACT Unitholders in the Scheme Document for further details of the arrangements to be put in place by the MNACT Manager for the trading of odd lots of MCT Units.

By way of illustration, if the Trust Scheme becomes effective in accordance with its terms, an MNACT Unitholder holding 1,000 MNACT Units as at the Record Date will receive:

(i) 596 Consideration Units; **or**

(ii) 500 Consideration Units and S$191.20 in cash; **or**

(iii) S$1,194.90 in cash.

The Scheme Issue Price of S$2.0039 per Consideration Unit may not be equivalent to the market price of, nor reflective of the fair value of, the Consideration Units as at the Effective Date and/or the Scheme Settlement Date.

Each Consideration Unit may, depending on market conditions and sentiments, trade above or below the Scheme Issue Price of each Consideration Unit of S$2.0039.

The MCT Manager has reserved the right to adjust the Scheme Consideration by reducing the Cash-Only Consideration, the cash component of the Cash-and-Scrip Consideration, the unit component of the Cash-and-Scrip Consideration, the Scrip-Only Consideration or by any combination of the foregoing, if and to the extent any distribution in excess of the MNACT Permitted Distributions (as defined in paragraph 6.6.2 of this Offeror's Letter) is declared, made or paid by the MNACT Manager on or after the Joint Announcement Date.

[38] The latest available independent market valuations of MCT's property portfolio prior to the Joint Announcement were as at 30 September 2021. The latest available independent market valuations of MNACT's property portfolio prior to the Joint Announcement were as at 31 October 2021.

5.2 Consideration Units. The Consideration Units shall:

5.2.1 when issued, be duly authorised, validly issued and fully paid-up and shall rank *pari passu* in all respects with the existing MCT Units as at the date of their issue;

5.2.2 be issued no later than seven Business Days from the Effective Date; and

5.2.3 be issued free from any and all encumbrances and restrictions on transfers and no person shall have any rights of pre-emption over any Consideration Unit.

For the avoidance of doubt:

(i) the Consideration Units shall be issued with all rights, benefits and entitlements attaching on and from the date of their issue (and not as at the Joint Announcement Date), including the right to receive and retain all rights and other distributions (if any) declared or to be declared by the MCT Manager on or after the date of their issue (and not on or after the Joint Announcement Date);

(ii) the Consideration Units shall not be entitled to the MCT Permitted Distributions (as defined in paragraph 6.6.1 of this Offeror's Letter); and

(iii) the Parties shall be entitled to declare, make or pay the MCT Permitted Distributions and the MNACT Permitted Distributions (as the case may be) without any adjustment to the Scheme Consideration. The MNACT Unitholders shall have the right to receive and retain the MNACT Permitted Distributions in addition to the Scheme Consideration. For further information on the MCT Permitted Distributions and the MNACT Permitted Distributions, please see paragraph 6.6 of this Offeror's Letter.

6. KEY TERMS OF MERGER

6.1 Implementation Agreement and Trust Scheme

The Merger will be effected by way of the MNACT Trustee and the MNACT Manager implementing the Trust Scheme which will involve, among others, the transfer of all the MNACT Units to the MCT Trustee:

6.1.1 fully paid;

6.1.2 free from all encumbrances; and

6.1.3 together with all rights, benefits and entitlements attaching on and from the date of the Implementation Agreement, including the right to receive and retain all rights and other distributions (if any) declared or to be declared by the MNACT Manager on or after the date of the Implementation Agreement, except for the MNACT Permitted Distributions (as defined in paragraph 6.6.2 of this Offeror's Letter),

(such transfer previously defined in paragraph 1.1 as the "**MCT Acquisition**").

The MCT Acquisition requires the approval of the MCT Unitholders under Rules 906(1)(a)[39] and 1014(2)[40] of the Listing Manual and Paragraph 5.2(b)[41] of Appendix 6 of the Code on Collective Investment Schemes issued by the MAS (the "**Property Funds Appendix**"). Further details with respect to the MCT Acquisition, including details of the requirements for the approval of the MCT Unitholders, are set out in the MCT Circular.

6.2 Conditions to Completion

6.2.1 The Merger is subject to the satisfaction or waiver of the conditions set out in Paragraph 4.3 (*Conditions*) of the Letter to MNACT Unitholders in the Scheme Document (the "**Conditions**").

6.2.2 The Implementation Agreement may be terminated if any Condition set out in:

(i) Paragraph 4.3(a)(i) (*Unitholders' Approvals*), Paragraph 4.3(a)(ii) (*Regulatory Approvals*), Paragraph 4.3(a)(iii) (*Tax Approvals*), Paragraph 4.3(a)(viii) (*Authorisations and Consents*) or Paragraph 4.3(a)(ix) (*Third Parties*) of the Letter to MNACT Unitholders in the Scheme Document has not been satisfied (or, where applicable, has not been waived in accordance with the Implementation Agreement) by 11.59 p.m. on 31 August 2022 (or such other date as the Parties may agree in writing) (the "**Long-Stop Date**") and the non-satisfaction of such Condition is material in the context of the Merger; or

(ii) Paragraph 4.3(a)(iv) (*No Legal or Regulatory Restraint*), Paragraph 4.3(a)(v) (*No Prescribed Occurrence*), Paragraph 4.3(a)(vi) (*No Breach of Warranties*) or Paragraph 4.3(a)(vii) (*No Material Adverse Effect*) of the Letter to MNACT Unitholders in the Scheme Document is not satisfied (or, where applicable, has not been waived in accordance with the Implementation Agreement) on the date falling on the Business Day immediately preceding the Effective Date (the "**Relevant Date**") and the non-satisfaction of such Condition is material in the context of the Merger,

in each case, by the relevant Party or Parties having the right to terminate the Implementation Agreement for the non-satisfaction of such Condition.

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[39] Under Rule 906(1)(a) of the Listing Manual, where MCT proposes to enter into a transaction with an interested person and the value of the transaction is equal to or exceeds 5.0% of the MCT Group's latest audited NTA, the approval of the MCT Unitholders is required in respect of the transaction. Please refer to Paragraph 11.1.1 of the MCT Circular for details on the requirement for MCT Unitholders' approval.

[40] Under Rule 1014(2) of the Listing Manual, a major transaction must be made conditional upon approval by the MCT Unitholders in general meeting. Please refer to Paragraph 11.2.2 of the MCT Circular for details on the requirement for MCT Unitholders' approval.

[41] Under Paragraph 5.2(b) of the Property Funds Appendix, MCT Unitholders' approval is required for an interested party transaction by MCT whose value is equal to or exceeds 5.0% of the MCT Group's NAV (which, for the purposes of this footnote, includes distributable income). Please refer to Paragraph 11.1.1 of the MCT Circular for details on the requirement for MCT Unitholders' approval.

6.2.3 Without prejudice to any other rights of termination under the Implementation Agreement, the Implementation Agreement may be terminated at any time from the date of the Implementation Agreement to (and including) the Relevant Date:

(i) if there has been a decree, determination, injunction, judgment or other order (which is final and non-appealable) issued by any court of competent jurisdiction or by any governmental authority which has the effect of permanently enjoining, restraining or otherwise prohibiting the Merger or the Trust Scheme or any part thereof;

(ii) if there is a breach of certain warranties given by the MCT Trustee or the MCT Manager in the Implementation Agreement (i.e. the MCT Warranties) which are material in the context of the Merger and the MCT Trustee or the MCT Manager fails to remedy such breach (if capable of remedy) within 14 days after being given notice by the MNACT Trustee or the MNACT Manager to do so;

(iii) if there is a breach of certain warranties given by the MNACT Trustee or the MNACT Manager in the Implementation Agreement (i.e. the MNACT Warranties) which are material in the context of the Merger and the MNACT Trustee or the MNACT Manager fails to remedy such breach (if capable of remedy) within 14 days after being given notice by the MCT Trustee or the MCT Manager to do so;

(iv) if there has been an occurrence of a MCT Material Adverse Effect; or

(v) if there has been an occurrence of an MNACT Material Adverse Effect,

in each case, by the relevant Party or Parties having the right to terminate the Implementation Agreement for the non-satisfaction of the relevant Condition to which such matters relate.

6.3 Implementation

Each of the MCT Trustee (to the extent applicable for the implementation of the Merger and the MCT Acquisition only), the MCT Manager, the MNACT Trustee (to the extent applicable for the implementation of the Merger and the Trust Scheme only) and the MNACT Manager have agreed to execute all documents and do or cause to be done all acts and things necessary for the implementation of the Merger, the MCT Acquisition and the Trust Scheme, as expeditiously as practicable.

6.4 Effective Date

The Trust Scheme shall become effective upon written notification to the MAS of the grant of the order of the Court sanctioning the Trust Scheme, which shall be effected by or on behalf of the MCT Manager:

6.4.1 on a date to be mutually agreed in writing between the MCT Manager and the MNACT Manager, being a date within 30 Business Days from the date that the last of the Conditions set out in Paragraph 4.3(a)(i) (*Unitholders' Approvals*), Paragraph 4.3(a)(ii) (*Regulatory Approvals*), Paragraph 4.3(a)(iii) (*Tax Approvals*), Paragraph 4.3(a)(viii) (*Authorisations and Consents*) and Paragraph 4.3(a)(ix) (*Third Parties*)

of the Letter to MNACT Unitholders in the Scheme Document is satisfied or waived, as the case may be, in accordance with the terms of the Implementation Agreement (or such longer period as the MCT Manager and the MNACT Manager may agree in writing); and

6.4.2 provided that the Conditions set out in Paragraph 4.3(a)(iv) (*No Legal or Regulatory Restraint*), Paragraph 4.3(a)(v) (*No Prescribed Occurrence*), Paragraph 4.3(a)(vi) (*No Breach of Warranties*) and Paragraph 4.3(a)(vii) (*No Material Adverse Effect*) of the Letter to MNACT Unitholders in the Scheme Document are satisfied or waived on the Relevant Date, as the case may be, in accordance with the terms of the Implementation Agreement,

(such date on which the Trust Scheme becomes effective in accordance with its terms, the Effective Date).

6.5 Conduct of Business

Each Party has agreed that it shall not, and shall procure that each MCT Group Entity[42] or MNACT Group Entity[43] (as the case may be) shall not, during the period from the date of the Implementation Agreement to the Effective Date, without the prior written consent of the other Parties (as relevant) (such consent not to be unreasonably withheld or delayed), take or refrain from taking any action which is reasonably within its power or control that would or is reasonably likely to result in an MCT Prescribed Occurrence (as set out in Appendix L, Part 1 of the Scheme Document) or, as the case may be, an MNACT Prescribed Occurrence (as set out in Appendix L, Part 2 of the Scheme Document), save to the extent:

6.5.1 required by applicable laws and subject to any fiduciary duties, statutory or legal obligations; or

6.5.2 required to give effect to and comply with the Implementation Agreement.

6.6 MCT Permitted Distributions and MNACT Permitted Distributions

The MCT Manager and the MNACT Manager are permitted to declare, make or pay distributions to the MCT Unitholders and the MNACT Unitholders (as the case may be) only if such distributions by:

6.6.1 the MCT Manager, in respect of MCT, were declared, paid or made in the ordinary course of business in respect of the period from 1 October 2021 up to the day immediately before the Effective Date (including any capital distribution or clean-up distribution to the MCT Unitholders in respect of the period from the day following the latest completed financial half-year of MCT preceding the Effective Date, up to the day immediately before the Effective Date) (the "**MCT Permitted Distributions**"); and

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[42] For the purposes of paragraph 6 of this Offeror's Letter only, "**MCT Group**" means, collectively, MCT and its subsidiaries, and any trusts and limited liability partnerships in which MCT and/or its subsidiaries hold an interest (excluding any trusts listed on a stock exchange), and "**MCT Group Entity**" shall be construed accordingly.

[43] For the purposes of paragraph 6 of this Offeror's Letter only, "**MNACT Group**" means, collectively, MNACT and its subsidiaries, and any trusts and limited liability partnerships in which MNACT and/or its subsidiaries hold an interest (excluding any trusts listed on a stock exchange), and "**MNACT Group Entity**" shall be construed accordingly.

6.6.2 the MNACT Manager, in respect of MNACT, were declared, paid or made in the ordinary course of business in respect of the period from 1 April 2021 up to the day immediately before the Effective Date (including any capital distribution or clean-up distribution to the MNACT Unitholders in respect of the period from the day following the latest completed financial half-year of MNACT preceding the Effective Date, up to the day immediately before the Effective Date) (the "**MNACT Permitted Distributions**").

For the avoidance of doubt, as mentioned in paragraph 5.2(iii) of this Offeror's Letter, the Parties shall be entitled to declare, make or pay the MCT Permitted Distributions and the MNACT Permitted Distributions (as the case may be) without any adjustment to the Scheme Consideration. The MNACT Unitholders shall have the right to receive and retain the MNACT Permitted Distributions in addition to the Scheme Consideration.

6.7 Effect of the Trust Scheme

If the Trust Scheme, with or without modifications, becomes effective, it will be binding on all MNACT Unitholders, whether or not they were present by proxy or voted at the Court convened meeting of the MNACT Unitholders to approve the Trust Scheme (the "**Trust Scheme Meeting**"), and, if they were present by proxy and voted at the Trust Scheme Meeting, whether or not they voted in favour of the Trust Scheme.

6.8 Switch Option

The Parties have agreed that if:

6.8.1 MNACT receives any offer from any person, acting together with its concert parties, other than the MCT Trustee or the MCT Manager involving:

(i) a sale, conveyance, transfer, assumption or other disposal of any direct or indirect interest in all or substantially all of the assets, business and/or undertakings of the MNACT Group, whether in a single transaction or a series of related transactions;

(ii) a general offer for the MNACT Units;

(iii) a scheme of arrangement involving MNACT or any MNACT Group Entity or the merger of MNACT or any MNACT Group Entity with any other entity (whether by way of joint venture, reverse takeover bid, dual listed company structure, stapling or otherwise) provided that, in the case of any MNACT Group Entity (other than MNACT), such scheme of arrangement or merger is material to the MNACT Group (taken as a whole);

(iv) any agreement or other arrangement intended to achieve or having an effect similar to any of (i) to (iii); or

(v) a transaction or series of related transactions which would, or is reasonably likely to, preclude, restrict or frustrate the Merger or the Trust Scheme,

(such offer, a "**MNACT Switch Option Competing Offer**"). An MNACT Switch Option Competing Offer will be deemed to be for all or substantially all of the assets, business and/or undertakings of the MNACT Group if the relevant assets, business and/or undertakings in question constitute a "material amount" as defined in Note 2 on Rule 5 of the Code; or

6.8.2 an intention to make an MNACT Switch Option Competing Offer is announced (whether or not such MNACT Switch Option Competing Offer is pre-conditional),

in each case, without the prior written consent of the MCT Trustee and the MCT Manager in respect of such MNACT Switch Option Competing Offer, the MCT Trustee shall have the right at its discretion to elect at any time, subject to prior consultation with the Securities Industry Council (the "**SIC**"), to proceed with the Merger by way of a voluntary conditional offer to acquire all the MNACT Units (an "**Offer**") in lieu of proceeding with the Merger by way of the Trust Scheme, such Offer to be on the same or better terms as those which apply to the Trust Scheme or the MNACT Switch Option Competing Offer (whichever is the higher), including the same or a higher consideration than the Scheme Consideration for each MNACT Unit (being the implied dollar value of the Consideration Units, based on the fixed number of Consideration Units issued for each MNACT Unit assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration and the issue price per Consideration Unit), and conditional upon a level of acceptances set at only more than 50.0% of the MNACT Units to which the Offer relates and not conditional on a higher level of acceptances (such right of the MCT Trustee to proceed with the Merger by way of an Offer, the "**Switch Option**").

The exercise of the Switch Option by the MCT Trustee shall terminate the Implementation Agreement (other than certain surviving provisions) with effect from the date of announcement by or on behalf of the MCT Trustee of a firm intention to make the Offer.

6.9 Exclusivity

The MNACT Trustee and the MNACT Manager have agreed to grant the MCT Trustee and the MCT Manager exclusivity for a period commencing on the date of the Implementation Agreement and ending on the earliest of the date on which the Implementation Agreement is terminated, the Scheme Settlement Date and the Long-Stop Date, during which the MNACT Trustee and the MNACT Manager shall not, and shall procure that none of their affiliates or their respective representatives or advisers shall:

6.9.1 directly or indirectly solicit, invite, encourage or initiate any enquiries, negotiations or discussions, or communicate any intention to do any of the foregoing, with a view to obtaining, or to the extent reasonably likely to result in or lead to, any MNACT Competing Offer; or

6.9.2 subject to the directors of the MNACT Manager (the "**MNACT Directors**") being able to discharge their fiduciary, regulatory or statutory obligations (including those under applicable laws or the Code), negotiate or enter into, or participate in negotiations or discussions with any person in relation to, any MNACT Competing Offer or any agreement, understanding or arrangement which was not directly or indirectly solicited, invited, encouraged or initiated by the MNACT Trustee, the MNACT Manager, or their affiliates or their respective representatives or advisers (the "**Unsolicited Offer**"). For the avoidance of doubt, this provision does not restrict the MNACT Trustee or the MNACT Manager from taking or refusing to take any action with respect to any Unsolicited Offer which would or is reasonably likely to constitute a breach of the MNACT Directors' fiduciary, regulatory or statutory obligations (including those under applicable laws or the Code).

6.10 Termination

Notwithstanding any other provision in the Implementation Agreement, the Implementation Agreement may be terminated at any time on or prior to the Relevant Date pursuant to such terms of the Implementation Agreement as set out in paragraphs 6.2.2 and 6.2.3 of this Offeror's Letter, provided that (i) the Party seeking to terminate the Implementation Agreement, including in the event of non-satisfaction of any Condition, shall only terminate the Implementation Agreement with the prior consultation of the SIC and subject to the SIC giving its approval for, and stating that it has no objections to, such termination and (ii) the Party seeking to terminate the Implementation Agreement shall provide written notice to all the other Parties to terminate the Implementation Agreement (other than certain surviving provisions) promptly upon the SIC stating that it has no objection to such termination.

Upon the termination of the Implementation Agreement, no Party shall have a claim against any other Party except for claims in relation to certain surviving provisions after such termination, and in each case without prejudice to the rights of the Parties to seek specific performance or other equitable remedies.

7. DELISTING

7.1 Upon the Trust Scheme becoming effective in accordance with its terms:

7.1.1 all Entitled MNACT Unitholders will receive for each MNACT Unit held by them, the Scheme Consideration, being:

(i) **Scrip-Only Consideration**: 0.5963 Consideration Units at the Scheme Issue Price of S$2.0039; **or**

(ii) **Cash-and-Scrip Consideration**: S$0.1912 in cash and 0.5009 Consideration Units at the Scheme Issue Price of S$2.0039; **or**

(iii) **Cash-Only Consideration**: S$1.1949 in cash;

7.1.2 the MCT Trustee will hold 100.0% of the MNACT Units; and

7.1.3 MNACT will, subject to the approval of the SGX-ST, be delisted and removed from the Official List of the SGX-ST.

7.2 As stated in the Letter to MNACT Unitholders in the Scheme Document, if the Trust Scheme Resolution is passed at the Trust Scheme Meeting, an application will be made to seek approval from the SGX-ST to delist and remove MNACT from the Official List of the SGX-ST upon the Trust Scheme becoming effective and binding in accordance with its terms.

8. WAIVER OF ACQUISITION FEE

To demonstrate its commitment and support for the Merger and growth of the Merged Entity, the MCT Manager (with the support of MIPL, which owns 100.0% of the MCT Manager and is the Sponsor of both MCT and MNACT) has agreed to waive its acquisition fee entitlement under the MCT Trust Deed in respect of the Merger.

9. DISCLOSURE OF INTERESTS

9.1 **Holdings of and Dealings in MNACT Securities.** As at the Latest Practicable Date, save as disclosed in paragraph 1 of **Schedule G** to this Offeror's Letter and in the Scheme Document, none of (i) the MCT Trustee (in its capacity as trustee of MCT), (ii) the MCT Manager or its directors, and (iii) persons acting in concert with MCT in relation to the Merger (collectively, the "**MCT Concert Party Group**"):

9.1.1 owns, controls or has agreed (other than pursuant to the Implementation Agreement) to acquire any (i) MNACT Units; (ii) securities which carry voting rights in MNACT; and (iii) convertible securities, warrants, options or derivatives in respect of such MNACT Units or securities which carry voting rights in MNACT (collectively, the "**MNACT Securities**"); and

9.1.2 has dealt for value in the MNACT Securities during the period commencing on 30 September 2021, being the date falling three months prior to the Joint Announcement Date, and ending on the Latest Practicable Date (the "**Relevant Period**").

9.2 **Holdings of and Dealings in MCT Securities.** As at the Latest Practicable Date, save as disclosed in paragraph 2 of **Schedule G** to this Offeror's Letter and in the Scheme Document, none of the members of the MCT Concert Party Group:

9.2.1 owns, controls or has agreed (other than pursuant to the Implementation Agreement) to acquire any (i) MCT Units; (ii) securities which carry voting rights in MCT; and (iii) convertible securities, warrants, options or derivatives in respect of such MCT Units or securities which carry voting rights in MCT (collectively, the "**MCT Securities**"); and

9.2.2 has dealt for value in the MCT Securities during the Relevant Period.

9.3 **Other Arrangements.** As at the Latest Practicable Date, save as disclosed in **Schedule J** to this Offeror's Letter and in the Scheme Document:

9.3.1 no person has given any irrevocable undertaking to any member of the MCT Concert Party Group to vote in favour of or against the Trust Scheme at the Trust Scheme Meeting; and

9.3.2 none of the members of the MCT Concert Party Group has (i) granted a security interest over any MNACT Securities to another person, whether through a charge, pledge or otherwise; (ii) borrowed from another person any MNACT Securities (excluding borrowed securities which have been on-lent or on-sold); or (iii) lent to another person any MNACT Securities.

Upon the Trust Scheme becoming effective in accordance with its terms, the MCT Trustee will hold and control all the voting rights in MNACT.

10. LOCAL AND OVERSEAS MNACT UNITHOLDERS

Overseas MNACT Unitholders[44] who are in any doubt as to their positions should consult their own professional advisers in the relevant jurisdictions.

10.1 Overseas MNACT Unitholders. The applicability of the Merger and the Trust Scheme to Overseas MNACT Unitholders, whose addresses are outside Singapore, as shown on the Register of MNACT Unitholders, or as the case may be, in the records of The Central Depository (Pte) Limited, may be affected by the laws of the relevant overseas jurisdictions. Accordingly, all Overseas MNACT Unitholders should inform themselves about, and observe, any applicable legal requirements in their own jurisdictions.

10.2 Copies of Scheme Document. Where there are potential restrictions on sending the Scheme Document and any related documents to any overseas jurisdiction, the MCT Manager and the MNACT Manager reserve the right not to send such documents to MNACT Unitholders in such overseas jurisdiction.

MNACT Unitholders (including Overseas MNACT Unitholders) may obtain copies of the Scheme Document and any related documents. Please refer to Paragraph 20.2 of the Letter to MNACT Unitholders in the Scheme Document for more information.

For the avoidance of doubt, the Merger and the Trust Scheme are being proposed to all MNACT Unitholders (including Overseas MNACT Unitholders), including those to whom the Scheme Document will not be, or may not be, sent, provided that the Scheme Document (or the terms thereof) does not constitute an offer or a solicitation to any person in any jurisdiction in which such offer or solicitation is unlawful and the Merger and the Trust Scheme are not being proposed in any jurisdiction in which the introduction or implementation of the Merger and the Trust Scheme would not be in compliance with the laws of such jurisdiction.

10.3 Notice. Each of the MCT Manager and the MNACT Manager reserves the right to notify any matter, including the fact that the Merger and the Trust Scheme have been proposed, to any or all MNACT Unitholders (including Overseas MNACT Unitholders) by announcement to the SGX-ST or paid advertisement in a daily newspaper published and circulated in Singapore, in which case such notice shall be deemed to have been sufficiently given notwithstanding any failure by any MNACT Unitholder (including any Overseas MNACT Unitholder) to receive or see such announcement or advertisement. For the avoidance of doubt, for as long as MNACT remains listed on the SGX-ST, the MNACT Manager will continue to notify all MNACT Unitholders (including Overseas MNACT Unitholders) of any matter relating to the Merger and the Trust Scheme by announcement via SGXNET.

Notwithstanding that such Overseas MNACT Unitholder may not receive the notice of the Extraordinary General Meeting or the notice of the Trust Scheme Meeting, they shall be bound by the Trust Scheme if the Trust Scheme becomes effective.

[44] "**Overseas MNACT Unitholders**" means the MNACT Unitholders whose registered addresses (as recorded in the Register of MNACT Unitholders or in the records maintained by The Central Depository (Pte) Limited for the service of notice and documents) are outside Singapore.

10.4 Foreign Jurisdiction. It is the responsibility of any Overseas MNACT Unitholder who wishes to request for the Scheme Document and any related documents or participate in the Trust Scheme to satisfy himself/herself as to the full observance of the laws of the relevant jurisdiction in that connection, including the obtaining of any governmental or other consent which may be required, and compliance with all necessary formalities or legal requirements. In requesting for the Scheme Document and any related documents or participating in the Trust Scheme, the Overseas MNACT Unitholder represents and warrants to the MCT Trustee, the MCT Manager, the MNACT Trustee and the MNACT Manager that he/she is in full observance of the laws of the relevant jurisdiction in that connection, and that he/she is in full compliance with all necessary formalities or legal requirements.

11. TAX

MNACT Unitholders should consult their own tax advisers on the possible tax implications (if any) of the Merger and the Trust Scheme or any other transactions contemplated by this Offeror's Letter. Depending on the individual circumstances of each MNACT Unitholder, including his, her or its tax residence and the size of his, her or its holdings in MNACT, he, she or it may realise or be deemed under applicable tax laws, regulations and rules to realise a gain or loss arising from the Merger or the Trust Scheme or any other transactions contemplated by this Offeror's Letter which is taxable or, as the case may be, not permitted to be deductible in any applicable jurisdiction.

12. SETTLEMENT AND REGISTRATION

Paragraph 18 of the Letter to MNACT Unitholders in the Scheme Document sets out details of the settlement and registration procedures.

13. FINANCIAL ADVISER AND CONFIRMATION OF FINANCIAL RESOURCES

DBS Bank Ltd. is the financial adviser to the MCT Manager in relation to the Merger (the "**MCT Financial Adviser**") and the sole global co-ordinator in relation to the Preferential Offering.

The MCT Financial Adviser confirms that sufficient financial resources are available to MCT to satisfy in full the aggregate cash requirements of the Scheme Consideration pursuant to the Trust Scheme, including in the event that all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-and-Scrip Consideration or the Cash-Only Consideration, or a mixture of both the Cash-and-Scrip Consideration and the Cash-Only Consideration.

14. RESPONSIBILITY STATEMENT

The MCT Directors (including those who may have delegated detailed supervision of this Offeror's Letter) have taken all reasonable care to ensure that the facts stated and opinions expressed in this Offeror's Letter which relate to MCT and/or the MCT Manager (excluding those relating to the Sponsor, MNACT and/or the MNACT Manager) are fair and accurate and that there are no other material facts not contained in this Offeror's Letter, the omission of which would make any statement in this Offeror's Letter misleading. The MCT Directors jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from a named source (including the Sponsor, MNACT and/or the MNACT Manager or their respective advisers), the sole responsibility of the MCT Directors has been to ensure through reasonable enquiries that such information is accurately and correctly extracted from such sources or, as the case may be, reflected or reproduced in this Offeror's Letter in its proper form and context. The MCT Directors do not accept any responsibility for any information relating to the Sponsor, MNACT and/or the MNACT Manager or any opinion expressed by the Sponsor, MNACT and/or the MNACT Manager.

Yours faithfully

By Order of the Board of Directors

Mapletree Commercial Trust Management Ltd.
(Company Registration No: 200708826C)
as Manager of **Mapletree Commercial Trust**

SCHEDULE A

ADDITIONAL INFORMATION ON MCT

1. CORPORATE INFORMATION

1.1 The principal place of business of the MCT Manager is 10 Pasir Panjang Road, #13-01, Mapletree Business City, Singapore 117438.

1.2 The MCT Manager's contact details are as follows:

Telephone No.	:	+65 6377 6111 (between 9.00 a.m. and 5.00 p.m. Monday to Friday (excluding public holidays))
Facsimile No.	:	+65 6274 3185

1.3 Following the Merger, the Merged Entity's depository and clearing organisation will be The Central Depository (Pte) Limited, a corporation established under the laws of Singapore. For the avoidance of doubt, investors are expressly notified that this entity does not constitute a depositary within the meaning of the United Kingdom's Alternative Investment Fund Managers Regulations 2013 (as amended) (the "**UK AIFMR**"); the Merged Entity is not obliged to appoint an UK AIFMR depositary and The Central Depository (Pte) Limited is not obliged to comply with the requirements of the UK AIFMR. The contact details of The Central Depository (Pte) Limited are as follows:

Address	:	9 North Buona Vista Drive #01-19/20 The Metropolis Singapore 138588
Telephone No.	:	+65 6535 7511
Facsimile No.	:	+65 6535 0775

1.4 The MCT Manager is required to satisfy the base capital requirement of S$1.0 million for its regulated activity of REIT management as per Regulation 3 of the Securities and Futures (Financial and Margin Requirements for Holders of Capital Markets Services Licences) Regulations. As at the Latest Practicable Date, the issued share capital of the MCT Manager is S$1,000,000 comprising 1,000,000 ordinary shares. In addition, the MCT Manager maintains professional indemnity insurance and coverage for the liability of its directors and officers.

1.5 The MCT Manager will make the relevant announcement via SGXNET in the event that there is material information on various material matters to be disclosed in accordance with the prevailing listing rules of the SGX-ST and such announcements are accessible via the SGX-ST's website at **https://www.sgx.com/securities/company-announcements**. Such announcements will also be published on MCT's corporate website at **www.mapletreecommercialtrust.com** and will be publicly available to all investors. Examples of such material matters include the percentage of the Merged Entity's assets which are subject to special arrangements arising from their illiquid nature; any new arrangements for managing the liquidity of the Merged Entity; and the risk profile of the Merged Entity and the risk management systems employed by the MCT Manager to manage those risks.

2. PRINCIPAL ACTIVITIES

MCT is a Singapore-focused REIT established with the principal investment objective of investing on a long-term basis, directly or indirectly, in a diversified portfolio of income-producing real estate used primarily for office and/or retail purposes, whether wholly or partially, in Singapore as well as real estate-related assets.

3. DIRECTORS OF THE MCT MANAGER

The names, addresses and designations of the directors of the MCT Manager as at the Latest Practicable Date are as follows:

Name	Address	Designation
Mr. Tsang Yam Pui	c/o 10 Pasir Panjang Road, #13-01, Mapletree Business City, Singapore 117438	Non-Executive Chairman and Director
Ms. Kwa Kim Li	c/o 10 Pasir Panjang Road, #13-01, Mapletree Business City, Singapore 117438	Lead Independent Non-Executive Director
Mr. Premod P. Thomas	c/o 10 Pasir Panjang Road, #13-01, Mapletree Business City, Singapore 117438	Independent Non-Executive Director
Mr. Kan Shik Lum	c/o 10 Pasir Panjang Road, #13-01, Mapletree Business City, Singapore 117438	Independent Non-Executive Director
Mr. Koh Cheng Chua	c/o 10 Pasir Panjang Road, #13-01, Mapletree Business City, Singapore 117438	Independent Non-Executive Director
Mr. Wu Long Peng	c/o 10 Pasir Panjang Road, #13-01, Mapletree Business City, Singapore 117438	Independent Non-Executive Director
Mr. Mak Keat Meng	c/o 10 Pasir Panjang Road, #13-01, Mapletree Business City, Singapore 117438	Independent Non-Executive Director
Mr. Alvin Tay Tuan Hearn	c/o 10 Pasir Panjang Road, #13-01, Mapletree Business City, Singapore 117438	Independent Non-Executive Director
Mr. Hiew Yoon Khong	c/o 10 Pasir Panjang Road, #13-01, Mapletree Business City, Singapore 117438	Non-Executive Director

Name	Address	Designation
Ms. Wendy Koh Mui Ai	c/o 10 Pasir Panjang Road, #13-01, Mapletree Business City, Singapore 117438	Non-Executive Director
Ms. Amy Ng Lee Hoon	c/o 10 Pasir Panjang Road, #13-01, Mapletree Business City, Singapore 117438	Non-Executive Director
Ms. Lim Hwee Li Sharon	c/o 10 Pasir Panjang Road, #13-01, Mapletree Business City, Singapore 117438	Executive Director and Chief Executive Officer

4. INDEPENDENT AUDITOR OF MCT

MCT's independent auditor is PricewaterhouseCoopers LLP (the "**MCT Independent Auditor**"). The contact details of the MCT Independent Auditor are as follows:

Address : 7 Straits View
Marina One
East Tower
Level 12
Singapore 018936

Telephone No. : +65 6236 3388

Facsimile No. : +65 6236 3300

The MCT Independent Auditor is responsible for auditing the consolidated financial statements of MCT prepared in accordance with Singapore Financial Reporting Standards (International), the applicable requirements of the Code on Collective Investment Schemes issued by MAS and the provisions of the MCT Trust Deed, and issuing its report on the financial statements in respect of each previous financial year of MCT.

Without prejudice to any potential right of action in tort or any potential derivative action, investors in the Merged Entity may not have a direct right of recourse against the MCT Independent Auditor as such a right of recourse will lie with the relevant contracting counterparty (in this case being the MCT Manager and the MCT Trustee as manager and trustee of the Merged Entity respectively) rather than the investors. Any contractual claim, demand or action against the auditor of the Merged Entity may, in the absence of any derivative action, be brought only by the MCT Manager and/or the MCT Trustee in their respective capacities as manager and trustee of the Merged Entity. In the event that an investor in the Merged Entity considers that it may have a claim against the auditor of the Merged Entity in connection with its investment in the Merged Entity, such investor should consult its own legal advisers in relation to the legal remedies that may be available to him.

Going forward, any change to the Merged Entity's independent auditor following completion of the Merger will be publicly disclosed by the MCT Manager when appropriate.

5. OTHER SERVICE PROVIDERS OF MCT

Pursuant to the MCT Trust Deed, the MCT Manager may, with the written consent of the MCT Trustee, in managing MCT and in carrying out and performing the duties and obligations on its part therein, appoint such person or persons to exercise any or all of its powers and discretions and to perform all or any of its obligations under the MCT Trust Deed, provided that the MCT Manager shall be liable for all acts and omissions of such persons as if such acts or omissions were its own acts or omissions. Apart from the engagement of the independent auditor described above, MCT also engages the following service providers to perform certain duties:

Property Manager : Mapletree Commercial Property Management Pte. Ltd. (the "**MCT Property Manager**")

Pursuant to the property management agreement entered into between the MCT Trustee, the MCT Manager and the MCT Property Manager on 4 April 2011 (the "**Property Management Agreement**"), the MCT Property Manager was appointed to operate, maintain, manage and market all the properties of MCT located in Singapore, subject to the terms and conditions of the Property Management Agreement. The property management is subject to the overall management by the MCT Manager. The initial term of the Property Management Agreement is five years from 27 April 2011, i.e. the listing date of MCT. The MCT Property Manager's appointment has most recently been extended for a further term of five years commencing 27 April 2021 on the same terms and conditions as are contained in the Property Management Agreement.

The services provided by the MCT Property Manager for each property under its management include the following:

- property management services, recommending third party contracts for provision of property maintenance services, supervising the performance of contractors and ensuring compliance with building and safety regulations;
- lease management services, including co-ordinating tenants' fitting-out requirements, administration of rental collection, management of rental arrears, administration of all property tax matters, and arranging for adequate insurances;
- marketing and marketing co-ordination services, including managing public relations, initiating lease renewals and negotiation of terms, as well as managing advertising and promotional events and other activities for the properties; and
- project management services in relation to the development or redevelopment (unless otherwise prohibited by the Property Funds Appendix or any other laws or regulations), the refurbishment, retrofitting and renovation works to a property, including recommendation of project budget and project consultants, and supervision and implementation of the project.

Without prejudice to any potential right of action in tort or any potential derivative action, investors in MCT may not have a direct right of recourse against the MCT Property Manager as such a right of recourse will lie with the relevant contracting counterparty (being the MCT Manager and the MCT Trustee) rather than the investors. Further, in circumstances where an affiliate or third party delegate is appointed by the MCT Manager or the MCT Trustee, any contractual claim, demand or action against such delegate may, in the absence of any derivative action, be brought only by the MCT Manager and/or the MCT Trustee. In the event that an investor in MCT considers that it may have a claim against MCT, the MCT Manager, the MCT Trustee, and/or the MCT Property Manager in connection with its investment in MCT, such investor should consult its own legal advisers.

Independent Valuers :

MCT engages independent professional valuers with the appropriate professional qualifications and experience in the location and category of the real estate assets being valued, to conduct a full valuation of each of its real estate assets at least once per financial year and to evaluate potential assets which may be acquired by MCT on an *ad hoc* basis, in each case in accordance with any applicable code of practice for such valuations.

CBRE Pte. Ltd. was engaged by the MCT Manager and the MCT Trustee to undertake independent valuations of VivoCity located at 1 HarbourFront Walk, Singapore 098585, as at 31 March 2022.

Jones Lang LaSalle Property Consultants Pte Ltd was engaged by the MCT Manager and the MCT Trustee to undertake independent valuations of (i) Mapletree Business City I located at 10, 20, 30 Pasir Panjang Road, Singapore 117438/117439/117440, (ii) Mapletree Business City II located at Part 20, 40, 50, 60, 70, 80 Pasir Panjang Road, Singapore 117439/117383/117384/117385/117371/117372, (iii) mTower (excluding 17th-21st, 33rd & 39th storeys) located at 460 Alexandra Road, Singapore 119963, (iv) Mapletree Anson located at 60 Anson Road, Singapore 079914, and (v) Bank of America Merrill Lynch HarbourFront located at 2 HarbourFront Place, Singapore 098499, as at 31 March 2022.

Without prejudice to any potential right of action in tort or any potential derivative action, investors in MCT may not have a direct right of recourse against the valuers as such a right of recourse will lie with the relevant contracting counterparty (such as the MCT Manager or the MCT Trustee, as the case may be) rather than the investors. Any contractual claim, demand or action against the valuers may, in the absence of any derivative action, be brought only by the relevant contracting counterparty (such as the MCT Manager or the MCT Trustee, as the case may be). In the event that an investor in MCT considers that it may have a claim against any of the valuers in connection with its investment in MCT, such investor should consult its own legal advisers in relation to the available legal remedies that may be available to him.

Paragraph 8.1 of the Property Funds Appendix requires MCT and the Merged Entity to conduct a full valuation of its real estate assets at least once per financial year, in accordance with any applicable code of practice for such valuations.

Generally, where the MCT Manager proposes to issue new MCT Units for subscription (except in the case where new MCT Units are being issued in payment of the fees of the MCT Manager) or redeem existing MCT Units, and the real estate assets of MCT and the Merged Entity were valued more than six months ago, the MCT Manager should exercise discretion in deciding whether to conduct a desktop valuation of the real estate assets, especially when market conditions indicate that real estate values have changed materially.

The MCT Manager or the MCT Trustee may at any other time arrange for the valuation of any of the real properties held by MCT and the Merged Entity if it is of the opinion that it is in the best interest of MCT Unitholders and the unitholders of the Merged Entity to do so.

MCT engages, and the Merged Entity will engage, independent professional valuers with the appropriate professional qualifications and recent experience in the location and category of the properties being valued.

The MCT Independent Valuers engaged for the most recent valuations of MCT's real estate assets as at 31 March 2022 are CBRE Pte. Ltd. and Jones Lang LaSalle Property Consultants Pte Ltd, which valued the real estate assets of MCT as described above.

Independent Tax Adviser : EY Corporate Advisors Pte. Ltd. is engaged by the MCT Manager and the MCT Trustee to provide professional tax services in relation to MCT's operations. The key duties of the tax adviser include:

(a) preparing MCT's annual income tax return and related income tax computation for the MCT Manager's approval before submitting them to the Inland Revenue Authority of Singapore;

(b) reviewing the distributable income to the MCT Unitholders and performing relevant computations;

(c) reviewing declaration forms for distributions made in respect of each financial year; and

(d) where applicable, liaising with the Inland Revenue Authority of Singapore to process any back-end refund claim.

The MCT Manager and the MCT Trustee may also from time to time engage services from tax advisers on an *ad hoc* basis to support specific transactions, such as tax advisory in respect of an acquisition of real estate assets.

Without prejudice to any potential right of action in tort or any potential derivative action, investors in MCT may not have a direct right of recourse against the tax adviser as such a right of recourse will lie with the relevant contracting counterparty (such as the MCT Manager or the MCT Trustee, as the case may be) rather than the investors. Any contractual claim, demand or action against the tax advisers may, in the absence of any derivative action, be brought only by the relevant contracting counterparty (such as the MCT Manager or the MCT Trustee, as the case may be).

In the event that an investor in MCT considers that it may have a claim against any of the tax advisers in connection with its investment in MCT, such investor should consult its own legal advisers in relation to the available legal remedies that may be available to him.

Any change to the above service providers following completion of the Merger will be publicly disclosed by the MCT Manager as appropriate.

In relation to the property management services outsourced to the MCT Property Manager described above, the MCT Property Manager is a wholly-owned subsidiary of MIPL, the Sponsor of MCT and a controlling unitholder of MCT deemed interested in approximately 32.61% of the issued MCT Units as at the Latest Practicable Date.

MIPL is considered an "interested person" under the Listing Manual and an "interested party" under the Property Funds Appendix. The MCT Manager is also a wholly-owned subsidiary of MIPL. (See the risk factor entitled "*Risks relating to the Merged Entity's operations – There may be potential conflicts of interest between the Merged Entity, the MCT Manager (as the manager of the Merged Entity post-Merger), the property managers and asset managers of the MNACT Properties, and MIPL.*" set out in Schedule 1, Part 6 to the MCT Circular.)

The following principles and procedures have been instituted to deal with potential conflicts of interest involving both the MCT Manager and the MCT Property Manager (including its directors, executive officers and employees) may encounter in managing MCT and/or the Merged Entity:

(a) the MCT Manager will not manage any other REIT which invests in the same type of properties as MCT;

(b) all key executive officers will be working exclusively for the MCT Manager and will not hold executive positions in other entities;

(c) the staff of the MCT Property Manager will be working exclusively in relation to the properties in MCT's portfolio;

(d) all resolutions in writing of the MCT Directors in relation to matters concerning MCT must be approved by a majority of the MCT Directors, including at least one independent director;

(e) at least one-third of the MCT Board shall comprise independent directors, and where the chairman of the MCT Board is not independent, more than half of the MCT Board shall comprise independent directors;

(f) any nominees appointed by the Sponsor and/or its subsidiaries to the MCT Board to represent its/their interests will abstain from deliberating and voting on matters in which the Sponsor and/or its subsidiaries have a direct or indirect interest. In such matters, the quorum must comprise a majority of the independent directors and must exclude nominee directors of the Sponsor and/or its subsidiaries; and

(g) it is also provided in the MCT Trust Deed that if the MCT Manager is required to decide whether or not to take any action against any person in relation to any breach of any agreement entered into by the MCT Trustee for and on behalf of MCT with a related party of the MCT Manager, the MCT Manager shall be obliged to consult with a reputable law firm (acceptable to the MCT Trustee) which shall provide legal advice on the matter. If the said law firm is of the opinion that the MCT Trustee, on behalf of MCT, has a *prima facie* case against the party allegedly in breach under such agreement, the MCT Manager shall be obliged to take appropriate action in relation to such agreement. The MCT Directors will have a duty to ensure that the MCT Manager so complies. Notwithstanding the foregoing, the MCT Manager shall inform the MCT Trustee as soon as it becomes aware of any breach of any agreement entered into by the MCT Trustee for and on behalf of MCT with a related party of the MCT Manager and the MCT Trustee may take such action as it deems necessary to protect the rights of the MCT Unitholders and/or which is in the interests of the MCT Unitholders. Any decision by the MCT Manager not to take action against a related party of the MCT Manager shall not constitute a waiver of the MCT Trustee's right to take such action as it deems fit against such related party.

The directors of the MCT Property Manager will also not disclose any confidential information relating to MCT and its properties to the Sponsor and its related entities.

The MCT Manager's internal control procedures are intended to ensure that all future "interested person transactions" under the Listing Manual and/or "interested party transactions" under the Property Funds Appendix, as the case may be, will be undertaken on normal commercial terms and will not be prejudicial to the interests of MCT, the Merged Entity, the MCT Unitholders and the unitholders of the Merged Entity.

6. CAPITAL STRUCTURE

6.1 Equity Capital

As at the Latest Practicable Date, there is one class of units held by the MCT Unitholders, namely the MCT Units. As at the Latest Practicable Date:

6.1.1 there are 3,323,513,585 MCT Units in issue. For the avoidance of doubt, the total number of MCT Units may change after the Latest Practicable Date if new MCT Units are issued to the MCT Manager as part payment of their respective management fees due to them every quarter and annum;

6.1.2 7,309,536 MCT Units have been issued since 31 March 2021; and

6.1.3 no new MCT Units have been issued since 31 March 2022, being the end of the last financial year of MCT.

All MCT Units in issue immediately following the Trust Scheme (including the Consideration Units) will (i) have identical rights in all respects and will rank *pari passu* with one another, and (ii) be fully-paid up or credited as paid-up.

6.2 MCT Trust Deed

The MCT Trust Deed does not contain any restrictions on the right to transfer the MCT Units in connection with the Merger or the Trust Scheme. The rights, privileges and transfer restrictions attaching to the MCT Units are set out in the MCT Trust Deed. Extracts of the MCT Trust Deed relating to the rights of holders of the MCT Units in respect of capital, distributions and voting are set out in **Schedule B** to this Offeror's Letter.

6.3 Changes to Capital of MCT

During the three financial years preceding the Latest Practicable Date, the material changes to the issued capital of MCT are as follows:

6.3.1 on 25 October 2019, the MCT Manager issued 200,893,000 new MCT Units at an issue price of S$2.28 for each new MCT Unit pursuant to a private placement announced on 16 October 2019. Further announcements were also made in relation to the private placement on 17 October 2019 and 25 October 2019;

6.3.2 on 15 November 2019, the MCT Manager issued 205,589,840 new MCT Units at an issue price of S$2.24 for each new MCT Unit pursuant to a preferential offering announced on 16 October 2019. Further announcements were also made in relation to the preferential offering on 17 October 2019, 25 October 2019 and 30 October 2019;

6.3.3 in addition, during the three financial years preceding the Latest Practicable Date, an aggregate of 27,340,022 new MCT Units have been issued to the MCT Manager for payments of management fees and acquisition fees; and

6.3.4 on 21 March 2022, the MCT Manager announced in the MCT Preferential Offering Announcement that it will undertake a pro-rata non-renounceable Preferential Offering of up to 1,094 million Preferential Offering Units to MCT Unitholders at an issue price of S$2.0039 per Preferential Offering Unit. The Preferential Offering will only proceed if the Preferential Offering Conditions are satisfied.

Save as disclosed above and in any other information which is publicly available (including, without limitation, the announcements released by the MCT Manager, on behalf of MCT, on SGXNET), MCT has not undergone any re-organisation of capital during the three financial years preceding the Latest Practicable Date.

6.4 Convertible Instruments

As at the Latest Practicable Date, there are no outstanding instruments convertible into, rights to subscribe for, and options in respect of MCT Units which carry voting rights affecting the MCT Units.

6.5 Rights of Unitholders

No unfair or preferential treatment will be afforded to any unitholder of the Merged Entity. Under the MCT Trust Deed, every unit carries the same voting rights. The Merged Entity will only have one class of units. As a result, all unitholders will be treated equally. The MCT Trust Deed provides that in relation to any rights issue or (as the case may be) any preferential offering, the MCT Manager may in its absolute discretion elect not to extend an offer of units under the rights issue or preferential offering to those unitholders whose addresses are outside Singapore. In the case of a rights issue, the provisional allocations of units of such unitholders may be offered for sale by the MCT Manager (as the nominee and authorised agent of each such relevant unitholder) in such manner and at such price as the Manager may determine, and subject to the terms of the MCT Trust Deed, the proceeds of any such sale if successful will be paid to the relevant unitholder.

7. INDEBTEDNESS

As at the Latest Practicable Date, the MCT Group has total borrowings of approximately S$3,014.0 million, comprising the following:

(a) S$2,084.0 million unsecured bank borrowings; and

(b) S$930.0 million outstanding principal amount of notes issued by Mapletree Commercial Trust Treasury Company Pte. Ltd. pursuant to the S$1.0 billion Multicurrency Medium Term Note Programme (the "**Programme**") established on 8 August 2012. The maximum aggregate principal amount of notes and perpetual securities that may be issued under the Programme has been increased from S$1.0 billion to S$3.0 billion with effect from 29 June 2018. The notes are guaranteed by the MCT Trustee.

In addition, as at the Latest Practicable Date, the MCT Group has issued approximately S$1.9 million in banker's guarantees.

Save as disclosed above and in any other information which is publicly available (including, without limitation, the announcements released by the MCT Manager, on behalf of MCT, on SGXNET), as at the Latest Practicable Date, the MCT Group does not have any outstanding bank overdrafts or loans, or other similar indebtedness, mortgages, charges, guarantees or other material contingent liabilities.

The pro forma leverage ratio[45] (based on total deposited property)[46] of the Merged Entity as at 31 March 2022, is expected to be 38.8% assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-and-Scrip Consideration or the Cash-Only Consideration and 37.5% assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration.

Any updates to the total amount of leverage calculated based on the above will be publicly disclosed by the Merged Entity in its results announcements to be released on the SGXNET from time to time in accordance with the Listing Manual.

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[45] The pro forma financial effects of the Merger on MCT and the Merged Entity have been prepared based on the MCT FY21/22 Unaudited Financial Statements and the MNACT FY21/22 Unaudited Financial Statements.

[46] The pro forma leverage ratio (inclusive of perpetual securities and based on total net assets) of the Merged Entity as at 31 March 2022, is expected to be 74.9% assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-and-Scrip Consideration or Cash-Only Consideration and 67.6% assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration.

8. MATERIAL LITIGATION

As at the Latest Practicable Date, save as disclosed in any information which is publicly available (including, without limitation, the announcements released by the MCT Manager, on behalf of MCT, on SGXNET):

8.1 MCT is not engaged in any material litigation, either as plaintiff or defendant, which may materially or adversely affect the financial position of MCT; and

8.2 none of the directors of the MCT Manager are aware of any litigation, claims or proceedings pending or threatened against MCT, or of any facts likely to give rise to any litigation, claims or proceedings which might materially and adversely affect the financial position of MCT.

9. MATERIAL CONTRACTS WITH INTERESTED PERSONS

Save as disclosed below and in this Offeror's Letter, and as disclosed in the annual reports of MCT for the financial year ended 31 March 2020 (i.e. FY19/20) and for the financial year ended 31 March 2021 (i.e. FY20/21), in the unaudited financial information of the MCT Group for the financial half-year ended 30 September 2021 (i.e. 1H FY21/22, and the unaudited consolidated financial statements of the MCT Group for the financial half-year ended 30 September 2021 (the "**MCT 1H FY21/22 Unaudited Financial Statements**")), in the unaudited consolidated financial statements of the MCT Group for the financial year ended 31 March 2022 (the "**MCT FY21/22 Unaudited Financial Statements**"), and in any other information which is publicly available (including, without limitation, the announcements released by the MCT Manager, on behalf of MCT, on SGXNET), and other than:

(i) the Merger and the Trust Scheme;

(ii) the fees payable to the MCT Manager under the MCT Trust Deed;

(iii) the fees and reimbursements payable to the property manager of MCT under the property management agreement; and

(iv) the fees payable to the MCT Trustee,

there are no material contracts entered into between MCT and an interested person (within the meaning of Note 1 on Rule 23.12 of the Code), not being a contract entered into in the ordinary course of business carried on or intended to be carried on by MCT, not more than three years before the Latest Practicable Date.

10. FINANCIAL INFORMATION

10.1 Financial Information of the MCT Group

Set out below is certain financial information extracted from the annual reports of MCT for FY19/20 and FY20/21, as well as the MCT 1H FY21/22 Unaudited Financial Statements and the MCT FY21/22 Unaudited Financial Statements. Such financial information should be read in conjunction with the relevant financial statements as well as the accompanying notes as set out in the annual reports of MCT for FY19/20 and FY20/21, the MCT 1H FY21/22 Unaudited Financial Statements and the MCT FY21/22 Unaudited Financial Statements.

	FY19/20	FY20/21	1H FY21/22	FY21/22
Gross Revenue (S$'000)	482,825	478,997	243,722	499,475
Exceptional items (S$'000)	–	–	–	–
Profit before tax (S$'000)	543,097	68,609	175,337	347,024
Profit after tax (S$'000)	543,095	68,606	175,334	347,019
Earnings per MCT Unit (Singapore cents)	17.74	2.07	5.28	10.45
Distribution per MCT Unit (Singapore cents)	8.00	9.49	4.39	9.53
Non-controlling interests (S$'000)	–	–	–	–

The audited statement of financial position of the MCT Group as at 31 March 2021 is set out in **Schedule C** to this Offeror's Letter. Copies of the annual reports of MCT for FY19/20 and FY20/21 are available for inspection[47] at the registered office of the MCT Manager in accordance with paragraph 5.3 of **Schedule J** to this Offeror's Letter and on the website of the SGX-ST at **https://www.sgx.com/securities/company-announcements**.

On 27 October 2021, MCT announced the MCT 1H FY21/22 Unaudited Financial Statements and such results are set out in **Schedule E** to this Offeror's Letter.

On 20 April 2022, MCT announced the MCT FY21/22 Unaudited Financial Statements, which are set out in **Schedule F** to this Offeror's Letter.

10.2 Material Changes in Financial Position

Save in relation to and in connection with the Merger and the Trust Scheme (including financing the Merger and the Trust Scheme and the costs and expenses incurred or to be incurred in connection with the Merger and the Trust Scheme) and as disclosed in this Offeror's Letter and any other information which is publicly available (including, without limitation, the announcements released by the MCT Manager, on behalf of MCT, on SGXNET), there have been no known material changes in the financial position of MCT since 31 March 2021, being the date of the last published audited consolidated financial statements of the MCT Group.

[47] Due to the current COVID-19 situation in Singapore, inspection shall be further subject to any applicable control order or regulatory restriction relating to safe distancing which may be issued by the relevant authorities. Prior appointment with the MCT Manager is required. Please contact MCT Investor Relations at email: **enquiries_mct@mapletree.com.sg** or tel: +65 6377 6111 (between 9.00 a.m. and 5.00 p.m. Monday to Friday (excluding public holidays)).

10.3 Significant Accounting Policies

The audited consolidated financial statements of the MCT Group for FY20/21 (the "**MCT FY20/21 Audited Financial Statements**") have been prepared in accordance with the Singapore Financial Reporting Standards (International), the applicable requirements of the Code on Collective Investment Schemes issued by MAS and the provisions of the MCT Trust Deed.

The significant accounting policies for the MCT Group are set out in the extract of the notes to the MCT FY20/21 Audited Financial Statements, which are set out in **Schedule D** to this Offeror's Letter.

10.4 Changes in Accounting Policies

There has been no change in the accounting policies of the MCT Group which will cause the figures set out in paragraph 10.1 of this **Schedule A** to be not comparable to a material extent.

10.5 Valuation of Properties

10.5.1 MCT Properties

The MCT Manager and the MCT Trustee have commissioned the MCT Independent Valuers to conduct independent valuations as at 31 March 2022 of the MCT Properties[48]. The methods used by the MCT Independent Valuers were discounted cash flow method and income capitalisation method.

Please refer to Schedule 1, Part 1 of the MCT Circular for further information on the MCT Properties, including their independent valuations as at 31 March 2022.

Copies of the valuation certificates issued by the MCT Independent Valuers on the independent valuations as at 31 March 2022 in respect of MCT's properties (the "**MCT Valuation Certificates**") are available for inspection[49] at the registered office of the MCT Manager in accordance with paragraph 5.3 of **Schedule J** to this Offeror's Letter. The aggregate value of the MCT Properties as set out in the MCT Valuation Certificates is S$8,821.0 million.

10.5.2 Potential Tax Liability

Under Rule 26.3 of the Code, the MCT Manager is required, among others, to make a statement regarding any potential tax liability which would arise if the MCT Properties, which are the subject of a valuation given in connection with an offer, were to be sold at the amount of valuation.

With respect to the MCT Properties, MCT is a long-term investor in its properties. Accordingly, the MCT Manager is of the view that the MCT Properties have been acquired on capital account and any gain on any hypothetical disposal of the MCT Properties will not be subject to tax.

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[48] "**MCT Properties**" means the five properties listed on page 2 of the MCT 1H FY21/22 Unaudited Financial Statements, and "**MCT Property**" means any one of them. For the avoidance of doubt, the above-mentioned five properties are the same as the properties listed on page 2 of the MCT FY21/22 Unaudited Financial Statements.

[49] Due to the constantly evolving COVID-19 situation in Singapore, inspection shall be further subject to any applicable control order or regulatory restriction relating to safe distancing which may be issued by the relevant authorities. Prior appointment with the MCT Manager is required. Please contact MCT Investor Relations at email: **enquiries_mct@mapletree.com.sg** or tel: +65 6377 6111 (between 9.00 a.m. and 5.00 p.m. Monday to Friday (excluding public holidays)).

SCHEDULE B

MCT TRUST DEED EXTRACTS

The rights of holders of the MCT Units in respect of capital, dividends and voting are set out below:

All capitalised terms used in the following extracts shall have the same meanings given to them in the MCT Trust Deed.

I. CAPITAL

2. "Provisions as to Units, Holders and Statements of Holdings

2.1 No Certificates

2.1.1 No certificate shall be issued to Holders by either the Manager or the Trustee in respect of Units (whether Listed or Unlisted) issued to Holders. For so long as the Trust is Listed on the SGX-ST, the Manager shall pursuant to the Depository Services Agreement, appoint the Depository as the Unit depository for the Trust, and all Units issued will be deposited with the Depository and represented by entries in the Register in the name of the Depository as the registered Holder thereof.

2.1.2 For so long as the Trust is Listed and Units are registered in the name of the Depository, the Depository shall issue to each Depositor such contract statements, confirmation notes, statements of accounts balances and statements of transactions and accounts balances, and at such intervals, as may be provided for in the Depository's terms and conditions for operation of Securities Accounts.

2.2 Form of Statements of Holdings

*2.2.1 In the event the Trust is or becomes Unlisted, the Manager or the agent appointed by the Manager shall issue to each Holder not more than one month after the allotment of Units to such Holder a confirmation note confirming such allotment. The Manager or its agent shall, for so long as the Trust is Unlisted, issue to each Holder on a calendar quarterly basis (or such other period as may be agreed between the Manager and the Trustee) a statement of holdings (the "**Statement of Holdings**"). A Statement of Holdings shall be dated and shall specify the number of Units held by each Holder in respect of the preceding quarter (or such other relevant period) and the transactions in respect of such Units and shall be in such form as may from time to time be agreed between the Manager and the Trustee.*

2.2.2 For so long as the Trust is Listed and Units are registered in the name of the Depository, each Depositor will receive such contract statements, confirmation notes, statements of accounts balances and statements of transactions and accounts balances, and at such intervals, as may be provided for the Depository's terms and conditions for operation of Securities Accounts.

2.3 Sub-division and Consolidation of Units

The Manager may at any time, with the approval of the Trustee and on prior written notice, given by the Manager to each Holder (or (as the case may be) to each Depositor by the Manager or the Trustee delivering such notice in writing to the Depository for onward delivery to the Depositors), determine that each Unit shall be sub-divided into two or more Units or consolidated with one or more other Units and the Holders shall be bound accordingly. The Register shall be altered accordingly to reflect the new number of Units held by each Holder as a result of such sub-division or consolidation and, where applicable, the Trustee shall cause the Depository to alter the Depository Register accordingly in respect of each Depositor's Securities Account to reflect the new number of Units held by each Depositor as a result of such sub-division or consolidation.

2.4 Terms and Conditions of Trust Deed and Supplemental Deeds to Bind Holders

The terms and conditions of this Deed shall be binding on each Holder and all persons claiming through him as if he had been party thereto and as if this Deed contained covenants on the part of each Holder to observe and be bound by all the provisions hereof and an authorisation by each Holder to do all such acts and things as this Deed may require the Trustee or (as the case may be) the Manager to do.

2.5 Availability of Trust Deed

A copy of this Deed and of any supplemental deed for the time being in force shall be made available for inspection at the registered office of the Manager at all times during usual Business Hours and shall be supplied by the Manager to any person on application at a charge not exceeding S$10 per copy document.

2.6 Units to be Held Free from Equities

A Holder entered in the Register as the registered holder of Units or (as the case may be) a Depositor whose name is entered in the Depository Register in respect of Units registered to him, shall be the only person recognised by the Trustee or by the Manager as having any right, title or interest in or to the Units registered in his name and the Trustee and the Manager may recognise such Holder or (as the case may be) such Depositor as absolute owner thereof and shall not be bound by any notice to the contrary or to take notice of or to see to the execution of any trust, express, implied or constructive, save as herein expressly provided or save as required by some court of competent jurisdiction to recognise any trust or equity or other interest affecting the title to any Units. Save as provided in this Deed, no notice of any trust, express, implied or constructive, shall be entered on the Register or the Depository Register.

2.7 Variation of Rights

Whenever the capital of the Trust is divided into different classes of Units, subject to the provisions of the Relevant Laws, Regulations and Guidelines, preference capital, other than redeemable preference capital, may be repaid and the special rights attached to any class may be varied or abrogated either with the consent in writing of the holders of three-quarters of the issued Units of the class or with the sanction of an Extraordinary Resolution at a separate meeting of holders of the Units of the class (but not otherwise) and may be so repaid, varied or abrogated either whilst the Trust is a going concern or during or in contemplation of a winding-up. To every such meeting of Holders, all the provisions of this

Deed relating to meetings of Holders (including, but not limited to the provisions of Schedule 1) shall mutatis mutandis apply, except that the necessary quorum shall be two persons at least holding or representing by proxy at least one-third of the issued Units of the class, PROVIDED ALWAYS that where the necessary majority for such an Extraordinary Resolution is not obtained at such meeting of Holders, consent in writing if obtained from the holders of three-quarters of the issued Units of the class concerned within two months of such meeting of Holders shall be as valid and effectual as an Extraordinary Resolution at such meeting of Holders. This Clause 2.7 shall apply to the variation or abrogation of the special rights attached to some only of the Units of any class as if each group of Units of the class differently treated formed a separate class the special rights whereof are to be varied.

2.8 Rights of Manager in Respect of Units Not Registered

For so long as the Trust is Unlisted, the Manager shall be treated for all the purposes of this Deed as the Holder of each Unit during such times as there shall be no other person registered or entitled to be registered as the Holder and any such Unit shall be deemed to be in issue. Nothing herein contained shall prevent the Manager from becoming registered as the Holder of Units.

2.9 Restrictions

The Holders shall not give any directions to the Manager or the Trustee (whether at a meeting of Holders convened pursuant to Clause 30 or otherwise) if it would require the Manager or Trustee to do or omit from doing anything which may result in:

2.9.1 the Trust ceasing to comply with the Listing Rules or, if applicable, the listing rules of the relevant Recognised Stock Exchange on or after the Listing Date and such other Relevant Laws, Regulations and Guidelines; or

2.9.2 the exercise of any discretion expressly conferred on the Trustee or the Manager by this Deed or the determination of any matter which under this Deed requires the agreement of either or both of the Trustee and the Manager; PROVIDED THAT nothing in this Clause 2.9.2 shall limit the right of a Holder to require the due administration of the Trust in accordance with this Deed.

3. Registration of Holders

3.1 Register of Holders

An up-to-date Register shall be kept in Singapore by the Trustee or the Registrar in such manner as may be required by any Relevant Laws, Regulations and Guidelines. The Register shall be maintained at all times whether the Trust is Listed or Unlisted. For so long as the Trust is Listed, the Trustee or the Registrar shall record the Depository as the registered holder of all Units in issue in the Register. In the event the Trust is Unlisted, the Trustee or the Registrar shall record each Holder as the registered holder of Units held by such Holder. There shall be entered in the Register, in respect of each Holder or person who has ceased to be a Holder, the following information as soon as practicable after the Trustee or the Registrar receives the following relevant information:

3.1.1 the names and addresses of the Holders (and in the case where the registered Holder is the Depository, the name and address of the Depository);

3.1.2 the number of Units held by each Holder;

3.1.3 the date on which every such person entered in respect of the Units standing in his name became a Holder and where he became a Holder by virtue of an instrument of transfer a sufficient reference to enable the name and address of the transferor to be identified;

3.1.4 the date on which any transfer is registered and the name and address of the transferee; and

3.1.5 where applicable, the date on which a Holder ceases or ceased to be a Holder of Units.

Units may be issued to Joint Holders with no limit as to the number of persons who may be registered as Joint Holders.

3.2 Unlisted Units

For so long as the Trust is Unlisted, the entries in the Register shall (save in the case of manifest error) be conclusive evidence of the number of Units held by each Holder and, in the event of any discrepancy between the entries in the Register and the details appearing on any Statement of Holdings, the entries in the Register shall prevail unless the Holder proves, to the satisfaction of the Manager and the Trustee, that the Register is incorrect.

3.3 Listed Units

For so long as the Trust is Listed, the entries in the Register shall (save in the case of manifest error) be conclusive evidence of the number of Units held by the Depository and, in the event of any discrepancy between the entries in the Register and the confirmation notes issued by the Manager to the Depository under Clause 2.1, the entries in the Register shall prevail unless the Manager, the Trustee and the Depository mutually agree that the Register is incorrect. For so long as the Trust is Listed, the Manager shall have entered into the Depository Services Agreement for the Depository to maintain a record in the Depository Register of the Depositors having Units credited into their respective Securities Accounts and to record in the Depository Register the information referred to in Clause 3.1.1 to 3.1.5 in relation to each Depositor. Each Depositor named in the Depository Register shall, for such period as the Units are entered against his name in the Depository Register, be deemed to be the owner in respect of the number of Units entered against such Depositor's name in the Depository Register, and the Manager and the Trustee shall be entitled to rely on any and all such information in the Depository Register kept by the Depository. Subject to the terms of the Depository Services Agreement, two or more persons may be registered as Joint Depositors of Units. The entries in the Depository Register shall (save in the case of manifest error) be conclusive evidence of the number of Units held by each Depositor and, in the event of any discrepancy between the entries in the Depository Register and the details appearing in any contract statements, confirmation notes, statements of account balances and statements of transactions and accounts balances issued by the Depository, the entries in the Depository Register shall prevail unless the Depositor proves, to the satisfaction of the Manager, the Trustee and the Depository, that the Depository Register is incorrect.

3.4 Change of Name or Address

For so long as the Trust is Unlisted, any change of name or address on the part of any Holder shall forthwith be notified to the Manager in writing or in such other manner as the Manager may approve. If the Manager is satisfied with the change in name or address and that all formalities as may be required by the Manager have been complied with, the Manager shall notify the Trustee of the same and the Trustee shall alter or cause to be altered the Register accordingly.

3.5 Inspection of Register

3.5.1 The Trustee shall give the Manager and its representatives, or procure that the Manager and its representatives are given, access to the Register and all subsidiary documents and records relating thereto at all reasonable times during Business Hours and allow them to, or procure that they are allowed to, inspect and to take copies of the same with or without notice and without charge but neither the Manager nor its representatives shall be entitled to remove the same (save in the case where the Manager is required to produce the Register to a court of competent jurisdiction or otherwise as required by law) or to make any entries therein or alterations thereto. Except when the Register is closed in accordance with Clause 3.6, the Register shall during Business Hours (subject to such reasonable restrictions as the Trustee may impose but so that not less than two hours in each Business Day shall be allowed for inspection) be open to the inspection of any Holder without charge PROVIDED THAT if the Register is kept on magnetic tape or in accordance with some other mechanical or electrical system the provisions of this Clause 3.5 may be satisfied by the production of legible evidence of the contents of the Register.

3.5.2 If the Trustee is removed or retires in accordance with the provisions of Clause 23, the Trustee shall deliver to the Manager the Register and all subsidiary documents and records relating thereto. Thereafter, the Trustee shall not retain any copies of the aforesaid documents and records unless required by law.

3.6 Closure of Register

Subject to the Relevant Laws, Regulations and Guidelines, the Register may be closed at such times and for such periods as the Trustee may from time to time determine, PROVIDED THAT it shall not be closed for more than 30 days in any one Year.

3.7 Transfer of Units

3.7.1 For so long as the Trust is Listed on the SGX-ST, transfers of Units between Depositors shall be effected electronically through the Depository making an appropriate entry in the Depository Register in respect of the Units that have been transferred in accordance with the Depository Requirements and the provisions of Clauses 3.7.2 to 3.7.6 shall not apply. The Manager shall be entitled to appoint the Depository to facilitate transactions of Units within the Depository and maintain records of Units of Depositors credited into Securities Accounts and to pay out of the Deposited Property all fees, costs and expenses of the Depository arising out of or in connection with such services to be provided by the Depository. Any transfer or dealing in Units on the SGX-ST between a Depositor and another person shall be transacted at a price agreed between the parties and settled in accordance with the

Depository Requirements. The broker or other financial intermediary effecting any transfer or dealing in Units on the SGX-ST shall be deemed to be the agent duly authorised by any such Depositor or person on whose behalf the broker or intermediary is acting. In any case of transfer, all charges in relation to such transfer as may be imposed by the Manager and/or the Depository shall be borne by the Depositor who is the transferor. There are no restrictions as to the number of Units (whether Listed or Unlisted) which may be transferred by a transferor to a transferee. For so long as the Trust is Listed, in the case of a transfer of Units from a Securities Account into another Securities Account, the instrument of transfer (if applicable) shall be in such form as provided by the Depository and the transferor shall be deemed to remain the Depositor of the Units transferred until the relevant Units have been credited into the Securities Account of the transferee or transferred out of a Securities Account and registered in the Depository Register. If the Units are Listed on any other Recognised Stock Exchange, the transfer of Units shall be in accordance with the requirements of the relevant Recognised Stock Exchange. No transfer or purported transfer of a Listed Unit other than a transfer made in accordance with this Clause 3.7.1 shall entitle the transferee to be registered in respect thereof.

3.7.2 For so long as the Trust is Unlisted, every Holder, Joint-All Holder (with the concurrence of all the other Joint-All Holders) and Joint-Alternate Holder shall be entitled to transfer all or any of the Units held by him as follows:

(i) a transfer of Units shall be effected by an instrument of transfer in writing in common form (or in such other form as the Manager and the Trustee may from time to time approve). The instrument of transfer need not be a deed;

(ii) every instrument of transfer relating to Units must be signed by the transferor and the transferee and subject to the provisions of Clauses 3.7 to 3.13, the transferor shall be deemed to remain the Holder of the Units transferred until the name of the transferee is entered in the Register in respect thereof;

(iii) all charges in relation to such transfer as may be imposed by the Trustee shall be borne by the Holder who is the transferor; and

(iv) there are no restrictions as to the number of Units which may be transferred by a transferor to a transferee.

3.7.3 Every instrument of transfer must be duly stamped (if required by law) and left with the Manager for registration accompanied by any necessary declarations or other documents that may be required in consequence of any Relevant Laws, Regulations and Guidelines for the time being in force and by such evidence as the Manager may require to prove the title of the transferor or his right to transfer the Units.

3.7.4 For so long as the Trust is Unlisted, the Manager shall notify the Trustee of the date of each transfer effected in respect of Units and the name and address of the transferee and the Trustee shall alter or cause to be altered the Register accordingly.

3.7.5 For so long as the Trust is Unlisted, all instruments of transfer which shall be registered in respect of Units shall be forwarded by the Manager to, and retained by, the Trustee.

3.7.6 For so long as the Trust is Unlisted, a fee not exceeding S$10 (or such other amount as the Manager and the Trustee may from time to time agree), which excludes any stamp duty or other governmental taxes or charges payable, may be charged by the Trustee for the registration of any transfer by an instrument of transfer of Units. Such fee must, if required by the Trustee, be paid before the registration of any transfer.

3.7.7 No transfer or purported transfer of a Unit other than a transfer made in accordance with this Clause 3 shall entitle the transferee to be registered in respect thereof; neither shall any notice of such transfer or purported transfer (other than as aforesaid) be entered upon the Register or the Depository Register.

3.8 Death of Holders

The executors or administrators of a deceased Holder of Units (not being a Joint Holder) shall be the only persons recognised by the Trustee and the Manager as having title to the Units. In case of the death of any one of the Joint Holders of Units and subject to any Relevant Laws, Regulations and Guidelines, the survivor or survivors, upon producing such evidence of death as the Manager and the Trustee may require, shall be the only person or persons recognised by the Trustee and the Manager as having any title to or interest in the Units, PROVIDED THAT where the sole survivor is a Minor, the Manager or the Trustee shall act only on the requests, applications or instructions of the surviving Minor after he attains the age of 18 years and shall not be obligated to act on the requests, applications or instructions of the heirs, executors or administrators of the deceased Joint Holder, and shall not be liable for any claims or demands whatsoever by the heirs, executors or administrators of the deceased Joint Holder, the Minor Joint Holder or the Minor Joint Holder's legal guardian in omitting to act on any request, application or instruction given by any of them (in the case of the Minor, before he attains the age of 18 years).

3.9 Body Corporate

A body corporate may be registered as a Holder or as one of the Joint Holders of Units. The successor in title of any corporate Holder which loses its legal entity by reason of a merger or amalgamation shall, subject to Clause 3.13, be the only person recognised by the Trustee and the Manager as having title to the Units of such corporate Holder. The registration of a body corporate as a Depositor or as one of two or more Joint Depositors of Units shall be in accordance with the Depository's terms and conditions for the operation of Securities Accounts. The successor in title of any corporate Depositor resulting from a merger or amalgamation shall, upon producing such evidence as may be required by the Manager and the Trustee of such succession, be the only person recognised by the Trustee and the Manager as having title to the Units.

3.10 Minors

A Minor shall not be registered as a sole Holder or as one of the Joint-Alternate Holders of Units but may be registered as one of the Joint-All Holders of Units, PROVIDED THAT at least one of the Joint-All Holders is a person who has attained the age of 18 years. In the event that one of the Joint-All Holders is a Minor, the Manager and the Trustee need only act on the instructions given by the other Joint-All Holder or Joint-All Holders who has or have attained the age of 18 years.

3.11 Transmission

3.11.1 Any person becoming entitled to a Unit in consequence of the death or bankruptcy of any sole Holder or being the survivor of Joint Holders may (subject as hereinafter provided), upon producing such evidence as to his title as the Trustee and the Manager shall think sufficient, either be registered himself as Holder of such Unit upon giving to the Manager notice in writing of his desire or transfer such Unit to some other person. The Manager shall notify the Trustee upon the receipt by it of any such notice and the Trustee shall alter or cause to be altered the Register accordingly. All the limitations, restrictions and provisions of this Deed relating to transfers shall be applicable to any such notice or transfer as if the death or bankruptcy had not occurred and such notice or transfer were a transfer executed by the Holder.

3.11.2 Any person becoming entitled to a Unit in consequence of death or bankruptcy as aforesaid may give a discharge for all moneys payable in respect of the Unit but he shall not be entitled in respect thereof to receive notices of or to attend or vote at any meeting of Holders until he shall have been registered as the Holder of such Unit in the Register or (as the case may be) the Depositor of such Unit in the Depository Register.

3.11.3 The Manager may retain any moneys payable in respect of any Unit of which any person is, under the provisions as to the transmission of Units hereinbefore contained, entitled to be registered as the Holder of or to transfer, until such person shall be registered as the Holder of such Units or shall duly transfer the same.

3.12 Payment of Fee

In respect of the registration of any probate, letter of administration, power of attorney, marriage or death certificate, stop notice, order of the court, deed poll or any other document relating to or affecting the title to any Unit, the Trustee may require from the person applying for such registration a fee of S$10 (or such other amount as the Trustee and the Manager may from time to time agree) together with a sum sufficient in the opinion of the Trustee to cover any stamp duty or other governmental taxes or charges that may be payable in connection with such registration.

3.13 Removal from Register

For so long as the Trust is Unlisted, upon the registration of a transfer in favour of the Manager, the name of the Holder shall be removed from the Register in respect of such Units but the name of the Manager need not be entered in the Register as the Holder of such Units. Such removal shall not be treated for any purposes of this Deed as a cancellation of the Units or as withdrawing the same from issue.

3.14 Registrar

The Trustee may, with the approval of the Manager, at any time or from time to time appoint an agent on its behalf to keep and maintain the Register. The fees and expenses of the Registrar (as may be agreed from time to time between the Manager, the Trustee and the Registrar) shall be payable out of the Deposited Property of the Trust.

4. Constitution of the Trust

4.1 Deposited Property

The Deposited Property shall be initially constituted out of the proceeds of the issue of Units and moneys borrowed or raised to finance the acquisition of Authorised Investments, if any.

4.2 Declaration of Trust

The Trustee shall stand possessed of the Deposited Property for the time being held by the Trustee pursuant hereto on trust for the benefit of the Holders pari passu, each of whom has an undivided interest in the Deposited Property as a whole subject to the Liabilities and subject to the provisions of this Deed, and any moneys forming part of the Deposited Property shall from time to time be invested at the direction of the Manager in accordance with the provisions herein contained, and so that no Unit shall confer on any Holder or person claiming under or through him any interest or share in any particular part of the Deposited Property.

4.3 Interest of Holder

4.3.1 Subject to this Deed:

(i) a Holder has no equitable or proprietary interest in the Deposited Property and is not entitled to the transfer to it of the Deposited Property or any part of the Deposited Property or of any estate or interest in the Deposited Property or in any part of the Deposited Property;

(ii) the right of a Holder in the Deposited Property and under this Deed is limited to the right to require the due administration of the Trust in accordance with this Deed including, without limitation, by suit against the Trustee or the Manager; and

(iii) without limiting the generality of the foregoing, each Holder acknowledges and agrees that:

(a) he will not commence or pursue any action against the Trustee or the Manager seeking an order for specific performance or for injunctive relief in respect of the Deposited Property or any part of the Deposited Property and hereby waives any rights he may otherwise have to such relief;

(b) if the Trustee or the Manager breaches or threatens to breach its duties or obligations to a Holder under this Deed, that Holder's recourse against the Trustee or the Manager is limited to a right to recover damages or compensation from the Trustee or the Manager in a court of competent jurisdiction; and

(c) damages or compensation is an adequate remedy for such breach or threatened breach.

4.3.2 A Holder may not:

(i) interfere or seek to interfere with the rights, powers, authority or discretion of the Manager or the Trustee;

(ii) exercise any right in respect of the Deposited Property or any part of the Deposited Property or lodge any caveat or other notice affecting the Deposited Property or any part of the Deposited Property; or

(iii) require that any Authorised Investment forming part of the Deposited Property be transferred to the Holder.

4.3.3 In no event shall a Holder have or acquire any rights against the Trustee or the Manager or either of them except as expressly conferred on the Holder hereby nor shall the Trustee be bound to make any payment to any Holder except out of the funds held by it for that purpose under provisions of this Deed.

4.3.4 A Holder shall not be liable to the Manager or the Trustee to make any further payments to the Trust after it has fully paid the consideration to acquire its Units and no further liability shall be imposed on such Holder in respect of its Units.

4.4 Charges and Fees

There shall be payable out of the Deposited Property (either directly or, if relevant, indirectly through a Special Purpose Vehicle), in addition to any other charges or fees expressly authorised by this Deed by way of direct payment or reimbursement of the Manager or the Trustee, all fees, costs, charges and expenses properly and reasonably incurred, or liabilities and claims that the Manager or the Trustee may suffer in carrying out the duties and complying with the obligations of the Manager and the Trustee (whether imposed by the Relevant Laws, Regulations and Guidelines or this Deed) exercising all powers, authorities, discretions and rights under this Deed or pursuant to any undertaking, indemnity, representation or warranty given by or agreement entered into by the Manager or the Trustee pursuant to their powers, authorities, discretions and rights under this Deed or in managing and administering the Trust, including but not limited to:

4.4.1 all outgoings (including fees, costs, charges and expenses) which are necessary or desirable for the investment, management, administration or operation of the Trust and the Deposited Property including, but not limited to, rates, development and redevelopment costs, quantity surveyors' fees, subdivision and building costs, property taxes and any other statutory or regulatory charges, utility charges, repairs, alterations and maintenance, valuations, normal building operating expenses, insurance, computer related charges including costs of leasing systems, energy charges, wages and salaries, cleaning charges and costs and expenses

incurred in conducting baseline studies, the Property Expenses, costs and expenses incurred for any decontamination of the Deposited Property or any Investment or for compliance with any agreements relating to the Deposited Property or any service charges, land charges, licence fees, landscaping costs, administrative fees, land premium, regularisation fees, reasonable travel and accommodation expenses and, to the extent permitted by the Code or any Relevant Laws, Regulations and Guidelines, marketing and promotional charges incurred in relation to any Investment or in connection with the Trust;

4.4.2 the cost of engaging or employing any expert or independent adviser and the fees and expenses of such expert or independent adviser;

4.4.3 all stamp duty and other charges and duty payable from time to time on or in respect of this Deed;

4.4.4 all Acquisition Costs and Fiscal and purchase charges or Fiscal and sale charges, including any fees payable to third party real estate agents or brokers in connection with any acquisition or divestment of any Investment;

4.4.5 all expenses incurred and transaction fees charged in relation to the acquisition, holding, registration and realisation of any Investment or the holding in the name of the Trustee, any Special Purpose Vehicle or their nominees of any Investment or the custody of the documents of title thereto (including insurance of documents of title against loss in shipment, transit or otherwise and charges made by agents of the Trustee or the relevant Special Purpose Vehicle for retaining documents in safe custody) and all fees and expenses of the custodians, joint custodians and sub-custodians appointed pursuant to Clause 18.1 and all transactional fees of the Trustee as may be agreed from time to time between the Manager and the Trustee in relation to all transactions involving the whole or any part of the Deposited Property;

4.4.6 all issuing fees, costs and expenses, underwriting fees and expenses, underwriter's co-ordination and structuring fees and expenses, placement fees and expenses and brokerage in connection with any subscription or sale of Units by any issue manager, underwriter or placement agent appointed in relation to any issue or sale of Units (whether or not any such subscription or sale is completed or aborted) and for the avoidance of doubt, shall also include the subscription or sale of Units before the Listing Date or in connection with the Listing;

4.4.7 all fees, charges and expenses incurred in negotiating, entering into, varying and carrying into effect, with or without variation, and terminating any borrowing arrangements under this Deed;

4.4.8 to the extent permitted by the Code or any Relevant Laws, Regulations and Guidelines, all costs and expenses incurred in conducting non-deal roadshow presentations to and meetings with Holders, prospective investors and analysts (including but not limited to the preparation of reports and materials and reimbursement of out-of-pocket expenses in connection with the roadshow) for investors relations purposes or otherwise;

4.4.9 all fees, charges and expenses incurred in connection with the investigation, research, negotiation, acquisition, development, registration, custody, holding, management, supervision, repair, maintenance, valuation, sale of or other dealing with an Investment (or attempting or proposing to do so) and the receipt, collection or distribution of income or other Investments notwithstanding that such fees, charges and expenses may be incurred by or payable to the Manager or any Related Party of the Manager;

4.4.10 if applicable, all fees, charges, expenses and liabilities incurred or to be incurred in relation to any indemnity given to the IRAS (including, without limitation, an indemnity to the IRAS in relation to any failure by a Holder, to pay any Tax payable by the Holder, on any part of a distribution by the Trustee under this Deed to the Holder);

4.4.11 all fees, charges and expenses incurred in relation to the assigning and maintaining of a credit rating to the Trust;

4.4.12 all taxation payable in respect of Income or the holding of or Dealings with the Deposited Property or any Investment;

4.4.13 all expenses incurred in the collection of Income (including expenses incurred in obtaining tax repayments or relief and agreement of tax liabilities), or the determination of taxation in relation to the Trust;

4.4.14 all interest, fees, charges and expenses (including, without limitation, legal fees and costs and fees and costs related to debt arrangement and underwriting of debt instruments) on any lending or borrowing effected under Clause 10.12 and in negotiating, entering into, varying, carrying into effect (with or without variation) and terminating any lending or borrowing arrangement (whether or not any such debt arrangement or underwriting is completed or aborted):

4.4.15 all costs and expenses of and incidental to preparing any such supplemental deed as is referred to in Clause 28 or any supplemental deeds for the purpose of ensuring that the Trust conforms to legislation coming into force after the date hereof;

4.4.16 all costs and expenses incurred in connection with the convening and holding of meetings in relation to the Trust, including but not limited to meetings of Holders (including Annual General Meetings), meetings on the affairs of the Trust, meetings with Holders and prospective investors and analysts briefings;

4.4.17 to the extent permitted by the Code or any Relevant Laws, Regulations and Guidelines, all costs and expenses incurred in connection with the maintenance of communication channels and relationships with investors;

4.4.18 any amounts required to indemnify the Trustee and the Manager under this Deed;

4.4.19 the Management Fee, the Acquisition Fee, the Divestment Fee and the remuneration of the Trustee pursuant to Clause 15;

4.4.20 all fees and expenses incurred for the provision and maintenance of the Register, including all fees, costs and expenses charged by the Registrar, and the provision of valuation and accounting services in relation to the Trust;

4.4.21 all fees or costs incurred in the administration of the Trust, including, without limitation, any expense, charge or fee incurred in relation to the appointment by the Trustee of any process agent outside of Singapore;

4.4.22 all GST and all other applicable taxes paid or to be paid in respect of services rendered to and by the Manager or the Trustee pursuant to Clause 17.10;

4.4.23 all fees and expenses of the Auditors in connection with the Trust and all fees and expenses related to keeping of accounting records incurred by the Trustee or any of its agents in connection with the Trust;

4.4.24 all costs and disbursements incurred in connection with (i) the negotiation for and acquisition of any Investment and (ii) any Dealings with any Investment, including selling commissions and advisory fees payable to real estate agents, property managers, asset managers or advisers, notwithstanding that such real estate agents, property managers, asset managers or advisers may be the Manager or any Related Party of the Manager and such other fees, costs and expenses referred to in Clause 10.13;

4.4.25 all fees and expenses incurred in connection with the retirement or removal of the Manager, the Auditors, any property manager or the Trustee or the appointment of a new manager, new auditors, any property manager or a new trustee;

4.4.26 all fees, costs and expenses incurred in constituting, forming and terminating the Trust and, to the extent permitted by the Code or any Relevant Laws, Regulations and Guidelines, all fees, costs and expenses incurred in the initial and subsequent marketing, promotion, advertising and sale of Units and general profiling of the Trust, including the fees and expenses of any consultants and marketing and sales agents appointed by the Manager and all costs and expenses, including reimbursement of out-of-pocket expenses, incurred in connection with any exhibition and conference for the marketing, promotion or advertising of Units or the Trust;

4.4.27 all fees and expenses, including reimbursement of out-of-pocket expenses, of any bankers, accountants, financial advisers, legal advisers, tax advisers, computer experts, surveyors, Approved Valuers, real estate agents, contractors, investment managers, investment advisers, qualified advisers, managers, service providers or other persons employed or engaged:

(i) by the Manager and/or the Trustee in the performance of their respective obligations and duties under this Deed;

(ii) by the Manager and/or the Trustee in connection with the acquisition, holding, registration and realisation of any Investment of the Trust; and/or

(iii) by the Manager, the Trustee, issue managers, underwriters, placement agents and/or any vendor (in the event of a public offering of Units by way of sale of the vendor's Units) in connection with the Listing of the Trust and/or the trading of Units on the SGX-ST or any other Recognised Stock Exchange and the offer, subscription, sale and purchase of Units;

4.4.28 all costs and expenses of and incidental to preparing Statements of Holdings, cheques, warrants, statements, circulars and notices;

4.4.29 to the extent permitted by the Code or any Relevant Laws, Regulations and Guidelines, all fees and expenses incurred as a result of and incidental to:

(i) preparing, printing, issuing, lodging and registering the Prospectus or an offer information statement pursuant to the Securities and Futures Act; and/or

(ii) preparing, printing and issuing any explanatory memorandum, publicity material or other sales literature relating to the Trust; and/or

(iii) determining and publishing the Current Unit Value, any Issue Price or any Repurchase Price;

4.4.30 all printing, publishing, postage, courier, telex, facsimile, telephone, internet, on-line computer and web development and maintenance costs and other disbursements properly incurred by the Manager or the Trustee in sending, publishing or otherwise disseminating to Holders or (as the case may be) to the Depository for onward delivery to the Depositors, copies of the Accounts or any reports or statements issued by the Manager to the Holders or otherwise in the performance of their respective obligations and duties under this Deed;

4.4.31 all other expenses, charges or fees properly and reasonably incurred by the Manager or the Trustee as a consequence of the due performance by the Manager or the Trustee of its obligations and duties under this Deed, including (without limitation) any expense, charge or fee incurred as a result of (i) the application for and maintenance of any required licence, (ii) the introduction of any change in, or in the interpretation or application of any law, regulation, rule or directive of any agency of state or regulatory or supervisory body or (iii) compliance by the Trustee or the Manager with any such law, regulation, rule or directive;

4.4.32 all costs and expenses incurred in the sub-division or consolidation of Units pursuant to Clause 2.3;

4.4.33 all fees, costs and expenses incurred in connection with the authorisation or approval of the Trust under any Relevant Laws, Regulations and Guidelines;

4.4.34 all fees, costs and expenses incurred by the Manager and/or the Trustee in obtaining and/or maintaining the Listing of the Trust and/or the trading of Units on the SGX-ST or any other Recognised Stock Exchange and/or the authorisation or other official approval or sanction of the Trust under the Securities and Futures Act or any other Relevant Laws, Regulations and Guidelines in any part of the world;

4.4.35 if applicable, all costs and expenses payable to the CPF Board or its agents for obtaining and maintaining the status of the Trust as a fund included under the CPF Investment Scheme;

4.4.36 all fees, costs and expenses charged by the Depository pursuant to the Depository Services Agreement and/or the Depository Requirements in relation to the Listing of the Trust and/or the trading of Units on the SGX-ST and all fees, costs and expenses relating to the listing of the Trust and/or trading of Units on any other Recognised Stock Exchange and all charges payable to the Depository in respect of Units to be credited or debited from Securities Accounts of Depositors;

4.4.37 all fees incurred in relation to the calculation of the Value of Authorised Investments and the Net Asset Value of the Deposited Property and related items of any Real Estate, the Value of the Deposited Property and/or preparing the financial statements of the Trust;

4.4.38 all costs and fees of and expenses whether incurred by the Manager and/or the Trustee or their respective agents or delegates in acquiring or incorporating or otherwise establishing any company or other entity, including Special Purpose Vehicles and Treasury Companies, and the costs of maintaining, managing and administering such company or other entity and, where applicable, the costs of liquidating, winding up or terminating such company or other entity;

4.4.39 all property management fees incurred by the Trustee and/or the Manager or its agent or payable to the Manager in respect of the Investments;

4.4.40 all fees, charges and expenses of asset managers, property managers, project managers and collection agents appointed in relation to the operation and management of the Investments notwithstanding that such asset managers, property managers, project managers and collection agents may be the Manager or a Related Party of the Manager; and

4.4.41 all fees, charges, expenses and liabilities incurred or to be incurred in relation to any indemnity given to the Depository,

and, PROVIDED THAT there are sufficient funds in the Trust, (in the event that any of the foregoing fees, charges and expenses is invoiced to the Manager) the Trustee shall make the relevant payment of such fees, expenses and charges within 21 days upon the production by the Manager, if applicable, of the supporting invoices and other documents.

5. Issue of Units

5.1 General

5.1.1 Subject to the provisions of this Deed, the Manager shall have the exclusive right to effect for the account of the Trust the issue of Units (whether on an initial issue of Units, a rights issue, an issue of new Units otherwise than by way of a rights issue or any issue pursuant to a reinvestment of distribution arrangement or any issue of Units pursuant to a conversion of any Securities) and any Units may be issued with such preferential, deferred, qualified or special rights, privileges or conditions as the Manager may think fit PROVIDED THAT, in connection with the initial Listing of the Trust on the SGX-ST, the Manager shall not be bound to accept an application for Units so as to give rise to a holding of fewer than 1,000 Units (or such other number of Units as may be determined by the Manager) and for so long as the Trust is Listed, the Manager shall comply with the Listing Rules or, if applicable, the listing rules of the relevant Recognised Stock Exchange or any other Relevant Laws, Regulations and Guidelines when issuing Units. No fractions of a Unit shall be issued (whether on an initial issue of Units, a rights issue, an issue of new Units otherwise than by way of a rights issue, any issue pursuant to a reinvestment of distribution arrangement or any issue of Units pursuant to a conversion of any Securities) and in issuing such number of Units as corresponding to the relevant subscription proceeds (if any), the Manager shall, in respect of each Holder's entitlement to Units, truncate but not round off to the nearest whole Unit and any balance arising from such truncation shall be retained as part of the Deposited Property. Issues of Units shall only be made on a Business Day unless and to the extent that the Manager, with the previous consent of the Trustee, otherwise prescribes. Issues of Units for cash shall be made at a price hereinafter prescribed.

5.1.2 The Manager may by deed supplemental hereto with the Trustee issue Classes of Units under such terms and conditions as may be contained therein.

5.1.3 Preference Units may be issued subject to such limitation thereof as may be prescribed by the SGX-ST or any Recognised Stock Exchange upon which Units may be listed. Preference Holders shall have the same rights as ordinary Holders as regards receiving of notices, reports and balance sheets and attending meetings of Holders, and Preference Holders shall also have the right to vote at any meeting convened for the purpose of reducing the capital or winding-up or sanctioning a sale of the undertaking of the Trust or where the proposal to be submitted to the meeting directly affects their rights and privileges or when the distribution on the preference Units is more than six months in arrear

5.1.4 The Manager has power to issue further preference capital ranking equally with, or in priority to, preference Units already issued.

5.1.5 The Trust may be Listed on the SGX-ST pursuant to Clause 9 and, if so Listed, the Units shall be traded on the SGX-ST and settled through the Depository. Units already in issue may be transferred or otherwise dealt with through Securities Accounts into which Units are credited in accordance with Clause 3.7.

5.1.6 For so long as the Trust is Listed, the Manager may issue Units provided that the Manager complies with the Listing Rules or, if applicable, the listing rules of the relevant Recognised Stock Exchange, the Property Funds Appendix or any other Relevant Laws, Regulations and Guidelines in determining the Issue Price, including the Issue Price for a rights issue on a pro-rata basis to all existing Holders, the Issue Price of a Unit issued other than by way of a rights issue offered on a pro-rata basis to all existing Holders and the Issue Price for any reinvestment of distribution arrangement. If the Issue Price determined by the Manager is at a discount to the Market Price, the discount shall not exceed such percentage as may, from time to time, be permitted under the Listing Rules or, if applicable, the listing rules of the relevant Recognised Stock Exchange, the Property Funds Appendix or any other Relevant Laws, Regulations and Guidelines.

5.2 Issue Price of Units Prior to the Listing Date and the Initial Offering Price

*5.2.1 Prior to the Listing Date, the Manager may issue Units at any time to any person at any issue price per Unit ("**Issue Price**") and on such terms and conditions as the Manager may determine in its absolute discretion.*

5.2.2 The issue of Units for the purpose of an initial public offering of Units shall be at an Issue Price to be determined by the Manager, or within such range to be determined by the Manager, on or before the Listing Date for such Units, PROVIDED THAT the Manager may cede the right to make such determination to any underwriter, issue manager or placement agent engaged in connection with the initial public offering. The actual Issue Price shall be determined by the Manager and/or such underwriter, issue manager or placement agent following a book building process or through such other method of price determination as may be decided upon and agreed by the relevant persons. The manner of and amount payable and any applicable refund on an application for Units during the initial public offering will be stated in the relevant Prospectus. Any such offer of Units for the purpose of an initial public offering may remain open for a period as may be agreed between the Manager and the Trustee, subject to the prevailing laws, rules and regulations.

5.2.3 Subject to Clause 5.2.2, the Manager may extend a discount to the Issue Price under an initial public offering of Units to any applicant who successfully applies to purchase more than such number of Units (as determined by the Manager in its absolute discretion) in a single application, subject to compliance with the Listing Rules and any Relevant Laws, Regulations and Guidelines.

5.2.4 The Manager may issue Units at the Issue Price determined in accordance with Clause 5.2.2 to the vendor of any Authorised Investments to be purchased by the Trust in conjunction with an initial public offering of Units, or to any person nominated by such vendor, in full or partial satisfaction of the consideration or any deferred purchase consideration payable by the Trust for such Authorised Investments.

5.3 Issue Price of Units when the Trust is Listed

*5.3.1 Subject to Clauses 5.3.2 and 5.3.3 and to such laws, rules and regulations as may be applicable, for so long as the Trust is Listed, the Manager may issue Units on any Business Day at an Issue Price equal to the Market Price, without the prior approval of the Holders in a meeting of Holders. For this purpose "**Market Price**" shall mean:*

(i) the volume weighted average price for a Unit (if applicable, of the same Class) for all trades on the SGX-ST, or such other Recognised Stock Exchange on which the Trust is Listed, in the ordinary course of trading on the SGX-ST or, as the case may be, such other Recognised Stock Exchange, for the period of 10 Business Days (or such other period as may be prescribed by the SGX-ST or the relevant Recognised Stock Exchange) immediately preceding the relevant Business Day; or

(ii) if the Manager believes that the calculation in Clause 5.3.1(i) does not provide a fair reflection of the market price of a Unit, an amount as determined by the Manager and the Trustee (after consultation with a Stockbroker approved by the Trustee), as being the fair market price of a Unit.

5.3.2 For so long as the Trust is Listed, the Manager may issue Units at an Issue Price other than calculated in accordance with Clause 5.3.1 without the prior approval of the Holders in a meeting of Holders provided that the Manager complies with the Listing Rules or, if applicable, the listing rules of the relevant Recognised Stock Exchange, the Property Funds Appendix or any other Relevant Laws, Regulations and Guidelines in determining the Issue Price, including the Issue Price for a rights issue on a pro -rata basis to all existing Holders, the Issue Price of a Unit issued other than by way of a rights issue offered on a pro-rata basis to all existing Holders and the Issue Price for any reinvestment of distribution arrangement. If the Issue Price determined by the Manager is at a discount to the Market Price, the discount shall not exceed such percentage as may, from time to time, be permitted under the Listing Rules or, if applicable, the listing rules of the relevant Recognised Stock Exchange, the Property Funds Appendix or any other Relevant Laws, Regulations and Guidelines.

5.3.3 Where Units are issued as full or partial consideration for the acquisition of an Authorised Investment by the Trust in conjunction with an issue of Units to raise cash for the balance of the consideration for the said Authorised Investment (or part thereof) or to acquire other Authorised Investments in conjunction with the said Authorised Investment, the Manager shall have the discretion to determine that the Issue Price of a Unit so issued as full or partial consideration shall be the same as the Issue Price for the Units issued in conjunction with an issue of Units to raise cash for the aforesaid purposes.

5.4 Issue Price of Units where the Units are Suspended or the Trust is Delisted

Where the Units and/or the Trust become Unlisted after the Listing Date, the Manager may issue Units at an Issue Price equal to the Current Unit Value on the date of the issue of the Unit plus, if so determined by the Manager, an amount equal to the Preliminary Charge and an amount to adjust the resultant total upwards to the nearest whole cent. The Preliminary Charge shall be retained by the Manager for its own benefit and the amount of the adjustment shall be retained as part of the Deposited Property.

5.5 Units Issued on Unpaid or Partly Paid Basis

No Units shall be issued on an unpaid or partly paid basis, unless such issue is approved by an Extraordinary Resolution of a meeting of Holders duly convened and held in accordance with the provisions of Schedule 1.

5.6 Units Issues to Persons Resident Outside Singapore

If a Unit is to be issued to a person resident outside Singapore, the Manager shall be entitled to charge an additional amount to the Issue Price thereof which is equal to the excess of the expenses actually incurred over the amount of expenses which would have been incurred if such person had been resident in Singapore. In relation to any rights issue or (as the case may be) any preferential offering, the Manager may in its absolute discretion elect not to extend an offer of Units under the rights issue or preferential offering to those Holders whose addresses are outside Singapore. In the case of a rights issue, the provisional allocations of Units of such Holders may be offered for sale by the Manager (as the nominee and authorised agent of each such relevant Holder) in such manner and at such price as the Manager may determine. Where necessary, the Trustee shall have the discretion to impose such other terms and conditions in connection with the sale. The proceeds of any such sale if successful will be paid to the relevant Holders PROVIDED THAT, where the proceeds payable to any single Holder is less than S$10, the Manager shall be entitled to retain such proceeds as part of the Deposited Property.

5.7 Updating of Securities Account

For so long as the Trust is Listed, the Manager shall cause the Depository to effect the book entry of Units issued to a Holder into such Holder's Securities Account no later than the tenth Business Day after the date on which those Units are agreed to be issued by the Manager.

5.8 Selling Price of Manager's Units

For so long as the Trust is Unlisted, each Unit of which the Manager is or is deemed to be the Holder may be sold or offered for sale by the Manager at a price equal to the total of the Current Unit Value of that Unit on the day of the sale or offer, the Preliminary Charge and an amount to adjust the resultant total upwards to the nearest whole cent. The Preliminary Charge shall be retained by the Manager for its own benefit and the amount of the adjustment shall be retained as part of the Deposited Property.

5.9 Discounts

In the event a Preliminary Charge is imposed on the issue of Units where the Trust is Unlisted, the Manager may on any day differentiate between applicants as to the amount of the Preliminary Charge to be imposed (within the permitted limit) on the Issue Price of Units issued to them respectively and likewise the Manager may on any day on the issue of Units allow any person or persons applying for larger numbers of Units than others a discount or discounts on the Issue Price of their Units on such basis or on such scale as the Manager may think fit (PROVIDED THAT no such discount shall exceed the Preliminary Charge included in the Issue Price of the Units concerned) and in any such case, the amount of such Preliminary Charge to be deducted from the proceeds of issue of such Units shall be reduced by the amount of the discount and accordingly the discount shall be borne by the Manager. Besides the number of Units purchased, the bases on which the Manager may differentiate between applicants as to the amount of the Preliminary Charge to be included in the Issue Price of their Units depends on several other factors, including but not limited to, the performance of and the marketing strategy adopted by the Manager for the Trust.

5.10 Statement of Dealings

The Manager shall furnish to the Trustee from time to time on demand a statement of all issues of Units and of the terms on which the same are issued and of any Investments which it determines to direct to be purchased for account of the Trust, and also a statement of any Investments which in accordance with the powers hereinafter contained it determines to direct to be sold for account of the Trust, and any other information which may be necessary so that the Trustee may be in a position to ascertain at any moment the Net Asset Value of the Deposited Property. The Trustee shall be entitled to require that the Manager refuse to issue a Unit if at any time the Trustee is of the opinion that the provisions of this Clause 5 in regard to the issue of Units are being infringed; but nothing in this Clause 5.10 or elsewhere in this Deed contained shall impose upon the Trustee any responsibility for satisfying itself before issuing Units that the Manager has complied with the conditions of this Clause 5.

5.11 Suspension of Issue

The Manager or the Trustee may, with the prior written approval of the other and subject to the Listing Rules or the listing rules of any other relevant Recognised Stock Exchange (while the Trust is Listed), suspend the issue of Units during any of the following events:

5.11.1 any period when the SGX-ST or any other relevant Recognised Stock Exchange is closed (otherwise than for public holidays) or during which dealings are restricted or suspended;

5.11.2 the existence of any state of affairs which, in the opinion of the Manager or (as the case may be) the Trustee might seriously prejudice the interests of the Holders as a whole or of the Deposited Property;

5.11.3 any breakdown in the means of communication normally employed in determining the price of any Investments or (if relevant) the current price thereof on the SGX-ST or any other relevant Recognised Stock Exchange or when for any reason the prices of any Investments cannot be promptly and accurately ascertained;

5.11.4 any period when remittance of money which will or may be involved in the realisation of any Investments or in the payment for any Investments cannot, in the opinion of the Manager, be carried out at normal rates of exchange;

5.11.5 any period where the issuance of Units is suspended pursuant to any order or direction issued by the Authority;

5.11.6 in relation to any general meeting of the Holders, any 72 hour period before such general meeting or any adjournment thereof; or

5.11.7 when the business operations of the Manager or the Trustee in relation to the operation of the Trust are substantially interrupted or closed as a result of, or arising from, pestilence, acts of war, terrorism, insurrection, revolution, civil unrest, riots, strikes or acts of God.

Such suspension shall take effect forthwith upon the declaration in writing thereof by the Manager or (as the case may be) the Trustee and shall terminate on the day following the first Business Day on which the condition giving rise to the suspension shall have ceased to exist and no other conditions under which suspension is authorised under this Clause 5.11 shall exist upon the declaration in writing thereof by the Manager or (as the case may be) the Trustee. In the event of any suspension while the Trust is Listed, the Manager shall ensure that immediate announcement of such suspension is made through the SGX-ST or the relevant Recognised Stock Exchange.

6. Valuation

6.1 Valuation of Investments

The Value of an Authorised Investment at any given date means:

6.1.1 in the case of an Investment falling within any paragraph of the definition of "Authorised Investment" which is not in the nature of Real Estate, whether held directly by the Trust, or indirectly through a holding of shares, units, rights or interests (as the case may be) in a Special Purpose Vehicle, and subject to Clauses 6.1.4 to 6.1.6 the Acquisition Cost thereof on its Acquisition Date;

6.1.2 in the case of an Investment falling within any paragraph of the definition of "Authorised Investment" which is in the nature of Real Estate in the form of land, and subject to Clauses 6.2 to 6.4:

(i) on the Trust's acquisition of an Authorised Investment, its Acquisition Cost thereof on its Acquisition Date, or if a valuation by an Approved Valuer of such Authorised Investment had been obtained in connection with and prior to the Trust's acquisition of such Authorised Investment, the Value of such Authorised Investment as determined by such valuation; and

(ii) on a subsequent valuation by an Approved Valuer of such Authorised Investment obtained pursuant to any of the provisions of this Deed since the date of the Trust's acquisition of such Authorised Investment, the Value of such Authorised Investment as determined by such valuation;

6.1.3 (in the case of an Investment falling within any paragraph of the definition of "Authorised Investment" which is in the nature of a Special Purpose Vehicle owning Real Estate in the form of land) the Acquisition Cost thereof on its Acquisition Date, less any impairment in net recoverable value. Net recoverable value of the Special Purpose Vehicle is determined based on the higher of the net selling price of the Special Purpose Vehicle or the net book values of the underlying assets less liabilities of the Special Purpose Vehicle;

6.1.4 in the case of an Investment falling within any paragraph of the definition of "Authorised Investment" which is in the nature of listed Securities or units in a unit trust or participation in a collective investment scheme or a money market investment, the Value of such Investment calculated by reference to the price appearing to the Manager to be the official closing price or the last known transacted price or the last transacted price as at the last official close on the relevant market at the time of calculation (or at such other time as the Manager may from time to time after consultation with the Trustee determine). If such Investment is listed, dealt or traded in more than one market, the Manager (or such person as the Manager shall appoint for the purpose) may in its absolute discretion select any one of such markets for the foregoing purposes and, if there be no such official closing price or the last known transacted price or last transacted price, the Value shall be calculated by reference to the mean of bid and offer prices quoted by any market maker for such Investment, or other appropriate price determined by the Manager in consultation with the Trustee, or by such other person approved by the Trustee in relation to such Investment PROVIDED THAT if such quotations do not, in the opinion of the Manager, represent a fair value of such Investment, then the Value of such Investment shall be any reasonable value as may be determined by the Manager with the consent of the Trustee, or by such other person approved by the Trustee, and in determining such reasonable value, the Manager may rely on quotations for such Investment on an over-the-counter or telephone market or any certified valuation by a Stockbroker. The Manager and the Trustee shall not incur any liability by reason of the fact that a price reasonably believed by them to be the last sale price or other appropriate closing price may be found not to be such PROVIDED THAT such liability shall not have arisen out of the fraud, gross negligence or wilful default of, or a breach of this Deed by, the Manager or the Trustee or a breach of trust by the Trustee;

6.1.5 in the case of an Investment falling within any paragraph of the definition of "Authorised Investment" which is in the nature of securities but not quoted, listed or dealt in on the SGX-ST or any Recognised Stock Exchange, the Value of such Investment shall be calculated by reference to the mean of the bid and offer prices quoted by such persons, firms or institutions determined by the Manager to be dealing or making a market in such Investment, or by such other person approved by the Trustee, at the close of trading in the relevant market on which such Investment is traded. However, if such price quotations are not available, the Value shall be determined by reference to the face value of such Investment, the prevailing term structure of interest rates and the accrued interest thereon for the relevant period; or

6.1.6 in the case of an Investment falling within any paragraph of the definition of "Authorised Investment" which is in the nature of cash, deposits and other similar assets, such Investment shall be valued at its face value (together with accrued interest) unless, in the opinion of the Manager (after consultation with the Trustee), any adjustment should be made to reflect the value thereof,

and the "Value of the Deposited Property" at any given date means the aggregate Value of all Authorised Investments comprising the Deposited Property at the relevant date. Any changes to the valuation rules as provided in this Clause 6.1 shall require the prior approval of the Trustee and the Trustee shall determine if the Holders should be informed of such changes.

6.2 Valuation of Real Estate Investments

The Trust shall comply with all the requirements of the Property Funds Appendix relating to the valuation of each of the Trust's Real Estate (including, but not limited to, the frequency and the method of valuation). The Manager or the Trustee may at any other time arrange for the valuation of any Real Estate of the Trust if it is of the opinion that it is in the best interests of Holders, to do so

6.3 Basis of Valuation

Valuations made by Approved Valuers pursuant to this Clause 6 shall be carried out on such basis as the Approved Valuers respectively may determine to be appropriate subject always to the terms of this Deed and, where applicable, the provisions of the Property Funds Appendix.

6.4 Approved Valuer

The Trustee covenants that it will appoint an Approved Valuer recommended by the Manager or chosen by the Trustee if it disagrees with any such recommendation, to make a valuation of Real Estate if the Approved Valuer complies with the requirements for a "valuer" set out in the Property Funds Appendix, PROVIDED THAT the Trustee shall not be liable for the acts or omissions of such Approved Valuer if the Trustee has acted in good faith and without gross negligence in the appointment of such Approved Valuer.

6.5 Approved Valuer to Receive Information

The Manager covenants that it will ensure that each Approved Valuer appointed to make a valuation of Real Estate receives all information reasonably required by him to make the valuation including particulars of leases and/or licences relating thereto and the rents and/or fees currently payable under such leases and/or licenses.

6.6 Valuations Addressed to the Manager and the Trustee

Each valuation carried out pursuant to the foregoing provisions of this Clause 6 by an Approved Valuer shall be either addressed to the Manager and the Trustee or acknowledged in writing by the Approved Valuer as being able to be relied upon by the Manager and/or the Trustee and the cost of each and every such valuation shall be paid out of the Deposited Property.

7. Repurchase and Redemption of Units by Manager

7.1 Repurchase and Redemption Restrictions when Trust is Unlisted

When the Trust is Unlisted, the Manager may, but is not obliged to, repurchase or cause the redemption of Units more than once a year in accordance with the Property Funds Appendix and a Holder has no right to request for the repurchase or redemption of Units more than once a year. Where the Manager offers to repurchase or cause the redemption of Units issued when the Trust is Unlisted and, upon acceptance of such an offer, the Manager shall do so at the Repurchase Price calculated in accordance with Clause 7.3.1.

7.2 Repurchase and Redemption Restrictions when Trust is Listed

The Manager is not obliged to repurchase or cause the redemption of Units so long as the Trust is Listed. Where the Manager offers to repurchase or cause the redemption of Units issued when the Trust is Listed and, upon acceptance of such an offer, the Manager shall do so at the Repurchase Price calculated in accordance with Clause 7.3.2. In the event the Manager decides to repurchase or cause the redemption of Units, such repurchase or redemption must comply with the Listing Rules and/or the listing rules of any other relevant Recognised Stock Exchange and the Property Funds Appendix. The Manager may, subject to the Listing Rules and/or the listing rules of any other relevant Recognised Stock Exchange and the Property Funds Appendix, suspend the repurchase or redemption of Units for any period when the issue of Units is suspended pursuant to Clause 5.11.

7.3 Repurchase Price

For the purposes of Clauses 7.1 and 7.2, the Repurchase Price shall be:

7.3.1 in respect of the repurchase or redemption of Units prior to the Listing Date, an amount determined by the Manager in its absolute discretion. Such amount may be less than, equal to or more than the Current Unit Value of the relevant Units on the day the Manager's offer to repurchase or cause the redemption of Units is accepted; and

7.3.2 in respect of the repurchase or redemption of Units after the Listing Date (whether or not the Trust is Listed or has been Unlisted at the time the Manager's offer to repurchase or redeem Units is made), the Current Unit Value of the relevant Units on the day the request is accepted by the Manager less the Repurchase Charge and less an amount to adjust the resultant total downwards to the nearest whole cent.

The Repurchase Charge shall be retained by the Manager for its own benefit and the adjustment shall be retained as part of the Deposited Property. The Manager may on any day differentiate between Holders as to the amount of the Repurchase Charge to be included (within the permitted limit) in the Repurchase Price of Units to be repurchased by the Manager from them respectively. The bases on which the Manager may make any differentiation as between Holders shall include, without limitation, Holders with large holdings of Units and Holders who have opted for a distribution reinvestment arrangement. Once a request for repurchase or redemption is given, it cannot be revoked without the consent of the Manager. The Manager may, subject to the Listing Rules or the listing rules of any other relevant Recognised Stock Exchange, suspend the repurchase or redemption of Units during any period when the issue of Units is suspended pursuant to Clause 5.11.

7.4 Repurchase or Redemption Options of Manager

In the event the Manager decides to make any offer to repurchase or redeem Units, the Manager shall have the following options:

7.4.1 to effect a repurchase out of its own funds (upon which repurchase the Manager shall be entitled to the Units concerned and to the benefit of the Units concerned);

7.4.2 to procure some other person to purchase the Units and such purchase shall be deemed to be a repurchase by the Manager within the meaning of this Clause 7; or

7.4.3 PROVIDED THAT there is sufficient Cash in the Trust, to request and cause the Trustee to redeem the Units out of the assets of the Trust by paying from the Deposited Property a sum sufficient to satisfy the Repurchase Price and the Repurchase Charge (if any) of the Units. The Trustee shall only comply if, in the opinion of the Trustee, sufficient Cash would be retained in the Deposited Property after the release of Cash necessary to comply with the redemption notice to meet other liabilities of the Trust, including but without limiting the generality thereof, the Property Expenses and the remuneration due to the Trustee and the Manager under this Deed. Should the Trustee advise the Manager that, in the opinion of the Trustee, sufficient Cash would not be retained in the Deposited Property to meet other liabilities of the Trust if the Trustee were to release the funds necessary to comply with any redemption notice, then the Manager may, at its absolute discretion, request the Trustee to sell, mortgage or otherwise deal with the Investments or borrow to raise sufficient Cash to redeem the Units pursuant to this Clause 7.4.3.

7.5 Amendments to Register

Upon delivery to the Trustee of a written statement signed by or on behalf of the Manager that all the Units or a specified number of Units held by a Holder have been repurchased by the Manager or have been purchased by another person or have been redeemed, the Trustee shall remove or procure the removal of the name of the Holder from the Register in respect of all or (as the case may be) such number of Units.

7.6 Redeemed Units are Cancelled

Units which are redeemed shall thereupon be cancelled and shall not thereafter be reissued but this Clause 7.6 shall not limit or restrict the right of the Manager to cause the creation and/or issue of further or other Units."

II. DISTRIBUTIONS

11. "Distributions

11.1 Distribution of Income

Subject to this Clause 11, the Manager shall make regular distributions of all (or such lower percentage as determined by the Manager in its absolute discretion) of:

11.1.1 the Net Taxable Income (excluding gains from sale of Authorised Investments determined by the IRAS to be trading gains); and

11.1.2 the Net Tax-Exempt Income,

to Holders at quarterly, half-yearly or yearly intervals or at such other intervals as the Manager shall decide in its absolute discretion.

11.2 Manager to Collect

The Manager must collect and pay to the Trustee and the Trustee must receive all moneys, rights and property paid or receivable in respect of the Trust.

11.3 Determination of Income and Reserves

The Manager (acting after consulting the Auditors) is to determine whether any item is income in nature or capital in nature and the extent to which reserves or provisions need to be made. If the Manager determines any item to be capital, the Manager may apply it to any item in the balance sheet of the Trust including, without limitation, Holders' funds and Investments. This Clause 11.3 applies to distributions and to books of account.

11.4 Frequency of Distribution of Income

The Manager will endeavour to ensure that for each Financial Year there is at least one distribution and the last distribution covers the period up to the last day of the Financial Year. For each Distribution Period the Manager will calculate, and the Trustee will distribute, each Holder's Distribution Entitlement, in accordance with the provisions of this Clause 11.

11.5 Distribution Entitlement

*11.5.1 "**Distribution Amount**" for a Distribution Period is to be determined in accordance with the following formula:*

DA = NTI + I + E + C

Where:

*"**DA**" is the Distribution Amount;*

"***NTI***" *(for any Distribution Period prior to the Listing Date) is the Net Taxable Income determined by the Manager; and*

(for any Distribution Period after the Listing Date) is the Net Taxable Income for the Distribution Period determined by the Manager less an amount equal to so much of the Net Taxable Income for that Distribution Period directly assessed to Tax on the Trustee and in respect of which Tax has been paid or is payable by the Trustee;

"***I***" *(for any Distribution Period prior to the Listing Date) is so much of the amount (which may be a negative amount) by which Net Taxable Income as agreed between the Manager and the IRAS for any Distribution Period preceding the Distribution Period for which the Distribution Amount is being calculated, exceeds or is less than the Net Taxable Income for that preceding Distribution Period distributed pursuant to this Clause as NTI, but so that the amount is only taken into account in determining the Distribution Amount for the Distribution Period prior to the Listing Date and ending immediately after the agreement between the IRAS and the Manager is reached; and*

(for any Distribution Period after the Listing Date) is so much of the amount (which may be a negative amount) by which Net Taxable Income as agreed between the Manager and the IRAS for any Financial Year preceding the Financial Year in which the Distribution Period occurs (less an amount equal to so much of the Net Taxable Income for that Distribution Period directly assessed to Tax on the Trustee and in respect of which Tax has been paid or is payable by the Trustee), exceeds or is less than the Net Taxable Income for that preceding Financial Year distributed pursuant to this Clause 11 as NTI but so that the amount is only taken into account in determining the Distribution Amount for the Distribution Period ending immediately after the agreement between the IRAS and the Manager is reached;

"***E***" *is any amount of Net Tax-Exempt Income which the Manager has determined is to be distributed; and*

"***C***" *is any additional amount (including capital), which may be a negative amount, which the Manager has determined is to be distributed or if thought fit by the Manager, to be transferred to or from an undistributed income reserve account.*

11.5.2 Each Holder's Distribution Entitlement is to be determined in accordance with the following formula:

$$DE = DA \times \frac{UH}{UI}$$

where:

"***DE***" *is the Distribution Entitlement;*

"***DA***" *is the Distribution Amount;*

*"**UH**" is the number of Units held by the Holder, at the close of business on the Record Date for the relevant Distribution Period adjusted to the extent he is entitled to participate in the Distribution Amount; and*

*"**UI**" is the number of Units in issue in the Trust at the close of business on the Record Date for the relevant Distribution Period adjusted to the extent the Holder is entitled to participate in the Distribution Amount.*

11.6 Distribution of Entitlement

11.6.1 The Trustee must in respect of each Distribution Period pay to each Holder, his Distribution Entitlement on or before the Distribution Date for the Distribution Period.

11.6.2 For the purpose of identifying the persons who are entitled to the Distribution Entitlement for a Distribution Period, the persons who are Holders on the Record Date for that Distribution Period have an absolute, vested and indefeasible interest in the Income of that Distribution Period.

11.6.3 The Manager and the Trustee must deduct from each Holder's Distribution Entitlement all amounts which:

(i) are necessary to avoid distributing a fraction of a cent;

(ii) the Manager determines not to be practical to distribute on a Distribution Date;

(iii) equal any amount of Tax which has been paid or which the Manager determines is or may be payable by the Trustee or the Manager in respect of the portion of the income of the Trust attributable to such Holder or the amount of the distribution otherwise distributable to such Holder;

(iv) are required to be deducted by law, the Tax Ruling or this Deed; or

(v) are payable by the Holder to the Trustee or the Manager.

11.6.4 The Manager must direct the Trustee as to how any sum so retained is to be applied and/or paid.

11.7 Holder Notification

Each Holder must as and when required by the Manager, provide such information as to his place of residence for taxation purposes as the Manager may from time to time determine.

11.8 Composition of Distribution

Following the end of each Financial Year, the Manager must notify each Holder of:

11.8.1 the extent to which a distribution under this Clause 11 is composed of, and the types of, income and capital; and

11.8.2 any amounts deducted under Clauses 11.6.3(iii) and 11.6.3(iv).

11.9 Tax Declaration Forms and Tax Distribution Vouchers

11.9.1 The Manager shall where necessary in respect of each Distribution Period before the Distribution Amounts are paid out send to each Holder, a tax declaration form for the purpose of each Holder declaring his tax status. The Manager and the Trustee may rely on any representation made by a Holder as to his tax status made on each relevant tax declaration form returned to the Manager (or its agent) or the Trustee to determine whether or not to deduct Tax from the Distribution Amount. If a Holder fails to make any such declaration in time for a distribution, the Manager and the Trustee shall proceed to deduct the appropriate amount of Tax from the Distribution Amount due to that Holder.

11.9.2 On a distribution having been made, the Trustee shall where necessary issue to each Holder a tax distribution voucher prepared by the Manager in a form approved by the Trustee and the IRAS. In the case of any distribution made or on termination of the Trust, each tax distribution voucher shall show what proportion of the distribution represents capital, what proportion represents income exempt from Singapore income tax or income subject to Singapore income tax and what proportion represents the portion of any tax payable by the Trustee on income and gains attributable to the Holders.

11.10 Categories and Sources of Income

11.10.1 For any category or source of income the Manager may keep separate accounts and allocate the income from any category or source to any Holder.

11.10.2 The Manager may cause the distribution of any amount recorded in an account or record kept pursuant to Clause 11.10.1 before the distribution of any other amount.

11.11 Distribution Policy

Prior to the Listing Date, the Manager, with the consent of the Trustee (such consent not to be unreasonably withheld), may elect to make such distributions other than in accordance with the provisions of this Clause 11. The Manager and the Trustee acknowledge that subject to Clause 11.1, the Trust's distribution policy on and after the Listing Date is to distribute as much of its income as practicable.

11.12 Distribution Reinvestment Arrangements

The Manager may advise Holders, from time to time in writing that Holders, may, on terms as permitted by the Property Funds Appendix, the Listing Rules or the listing rules of the relevant Recognised Stock Exchange and all other Relevant Laws, Regulations and Guidelines and as specified in the notice, participate in an arrangement under which Holders may request that all or a proportion of specified distributions due to them be applied to the issue of further Units PROVIDED THAT the Issue Price for any such Units to be issued shall be the Issue Price determined in accordance with Clause 5.3 if the Units are Listed and Clause 5.4 if the Units are Unlisted. The Units so issued shall be deemed to be purchased by such Holders. The Manager shall be entitled to amend the terms of any such distribution reinvestment arrangements from time to time by notice in writing to Holders.

11.13 Capitalisation of Undistributed Distribution Amount

Prior to the Listing Date, the Manager, with the agreement of all Holders, may elect not to distribute in accordance with Clause 11.4 and in lieu of such distribution capitalise the undistributed Distribution Amount.

11.14 Distribution of Capital and Unrealised Gains

The Manager may with the consent of the Trustee (which consent shall not be unreasonably withheld) cause the distribution of an amount which represents:

11.14.1 part of the capital of the Trust and which the Manager reasonably determines to be in excess of the financial needs of the Trust; or

11.14.2 part or all of the unrealised gains (including any revaluation gains) due to the increase in the capital value of the Real Estate held by the Trust.

12. Place and Conditions of Payment

12.1 Place and Conditions of Payment

Any moneys payable by the Trustee to any Holder on the relevant Record Date under the provisions of this Deed shall be paid in the case of Holders who do not hold their Units jointly with any other person, by cheque or warrant sent through the post to the registered address of such Holder or, in the case of Joint Holders, to the registered address of the Joint Holder who is first named in the Register or to the registered address of any other of the Joint Holders as may be authorised by all of them. Every such cheque or warrant shall be made payable to the order of the person to whom it is delivered or sent and payment of the cheque or warrant by the banker upon whom it is drawn shall be a satisfaction of the moneys payable and shall be a good discharge to the Trustee. Where the Trustee receives the necessary authority in such form as the Trustee shall consider sufficient, the Trustee shall pay the amount due to any Holder to his bankers or other agent and the receipt of such an amount by such bankers or other agent shall be a good discharge therefor. Any moneys payable by the Trustee to any Depositor appearing in the Depository Register on the relevant Record Date under the provisions of this Deed shall be paid, in the case of such Depositor's Units credited into a Securities Account, by transferring such moneys into the Depository's bank account (as notified to the Manager and the Trustee) and by the Trustee causing the Depository to make payment thereof to such Depositor by cheque sent through the post to the address of such Depositor on record with the Depository or, in the case of Joint Depositors, to the registered address of the Joint Depositors on record with the Depository or by any other form as may be agreed between the Manager and the Depository. Payment of the moneys by the Trustee to the Depository shall be a satisfaction of the moneys payable to the relevant Depositor and shall be a good discharge to the Trustee. Any charges payable to the Depository for the distribution of moneys to Depositors under this Deed shall be borne out of the Deposited Property.

No amount payable to any Holder or Depositor shall bear interest.

12.2 Deductions

Before any payment is made to a Holder, there shall be deducted such amounts as any law of Singapore or any law of any other country in which such payment is made may require or allow in respect of any income or other taxes, charges or assessments whatsoever and there may also be deducted the amount of any stamp duties or other government taxes or charges payable by the Manager or (as the case may be) the Trustee for which the Manager or (as the case may be) the Trustee may be made liable in respect of or in connection therewith.

Neither the Manager or the Trustee shall be liable to account to a Holder for any payment made or suffered to be made by the Manager or (as the case may be) the Trustee in good faith and in the absence of fraud, gross negligence, wilful default, a breach of this Deed or a breach of trust (in the case of the Trustee) to any duly empowered fiscal authority of Singapore or elsewhere for taxes or other charges in any way arising out of or relating to any transaction of whatsoever nature under this Deed notwithstanding that any such payments ought not to be, or need not have been, made or suffered to be made.

12.3 Receipt of Holders

The receipt of the Holder or (as the case may be) the Depository on behalf of the Depositors, for any amounts payable in respect of Units shall be a good discharge to the Manager or (as the case may be) the Trustee and if several persons are registered as Joint Holders or, in consequence of the death of a Holder, are entitled to be so registered, any one of them may give effectual receipts for any such amounts.

12.4 Unclaimed Moneys

*Any moneys payable to a Holder under this Deed which remain unclaimed after a period of 12 months shall be accumulated in a special account (the "**Unclaimed Moneys Account**") from which the Trustee may, from time to time, make payments to a Holder claiming any such moneys. Subject to Clause 26, the Trustee shall cause such sums which represent moneys remaining in the Unclaimed Moneys Account for five years after the date for payment of such moneys into the Unclaimed Moneys Account and interest, if any, earned thereon to be paid into court after deducting from such sum all fees, costs and expenses incurred in relation to such payment into court PROVIDED THAT if the said moneys are insufficient to meet all such fees, costs and expenses, the Trustee shall be entitled to have recourse to the Deposited Property.*"

III. VOTING

"***30. Meetings of Holders***

The provisions set out in Schedule 1 relating to meetings of Holders shall have effect as if the same were included herein.

…

Schedule 1

Meetings of Holders

1. *A general meeting to be called the "**Annual General Meeting**" shall, in addition to any other meeting of Holders, be held once in every calendar year and not more than 15 months after the holding of the last preceding Annual General Meeting, but so long as the Trust holds its first Annual General Meeting within 18 months of its constitution, the Trust need not hold it in the year of its constitution or in the following year. Save as set out above and in Clause 21, all Annual General Meetings may be held at such time and place as may be determined by the Trustee and the Manager. All other general meetings shall be called Extraordinary General Meetings.*

2. *The Trustee or the Manager (and the Manager shall at the request in writing of not less than 50 Holders or Holders representing not less than 10% of the issued Units of the Trust) may at any time convene a meeting of Holders at such time and place (subject as hereinafter provided) as may be thought fit and the following provisions of this Schedule shall apply thereto. Any such meeting convened shall be held in Singapore.*

3. *Prior to the Listing Date, the Manager or (being a Holder) any Associate thereof shall be entitled to receive notice of and attend at any such meeting and shall be entitled to vote or be counted in the quorum thereof at a meeting convened to consider a matter in respect of which the Manager or any Associate has a material interest.*

4. *After the Listing Date, the Manager or (being a Holder) the controlling shareholders (as defined in the Listing Rules) of the Manager any Associate thereof shall be entitled to receive notice of and attend at any such meeting but shall subject to paragraph 5(ii) of this Schedule, not be entitled to vote or be counted in the quorum thereof at a meeting convened to consider a matter in respect of which the relevant controlling shareholders of the Manager or any Associate has a material interest (including, for the avoidance of doubt, interested person transactions (as defined in the Listing Rules and/or the listing rules of other relevant Recognised Stock Exchange) and interested party transactions (as defined in the Property Funds Appendix) and accordingly for the purposes of the following provisions of this Schedule, Units held or deemed to be held by the Manager or any Associate shall not be regarded as being in issue under such circumstances. Any director, the secretary and any solicitor of the Manager, the Trustee and directors and any authorised official and any solicitor of the Trustee shall be entitled to attend and be heard at any such meeting.*

5. A meeting of Holders duly convened and held in accordance with the provisions of this Schedule shall be competent by:

(i) Extraordinary Resolution to:

(a) sanction any modification, alteration or addition to the provisions of this Deed which shall be agreed by the Trustee and the Manager as provided in Clause 28 of this Deed;

(b) sanction a supplemental deed increasing the maximum permitted limit or any change in the structure of the Management Fee (including the Base Fee and the Performance Fee), the Acquisition Fee, the Divestment Fee and the Trustee's remuneration as provided in Clause 15 of this Deed;

(c) remove the Auditors and appoint other Auditors in their place as provided in Clause 22.3 of this Deed;

(d) remove the Trustee as provided in Clause 23.3.4 of this Deed;

(e) direct the Trustee to take any action pursuant to Section 295 of the Securities and Futures Act (relating to the winding up of the Trust);

(f) delist the Trust after it has been Listed as provided in Clause 9.2 of this Deed; and

(g) issue Units on an unpaid or partly paid basis pursuant to Clause 5.5 of this Deed; and

(ii) a resolution duly proposed and passed as such by a simple majority of Holders present and voting at a general meeting, with no Holder being disenfranchised to remove the Manager as provided in Clause 24.1.4 of this Deed,

and shall have such further or other powers under such terms and conditions as may be determined by the Manager with the prior written approval of the Trustee. Any decision to be made by resolution of the Holders other than those specified in this paragraph 5(i) to (ii), shall be made by Ordinary Resolution, unless an Extraordinary Resolution is required by the Securities and Futures Act, the Code or the Listing Rules or the listing rules of any other relevant Recognised Stock Exchange.

5.1 Subject to paragraph 5.2 below, at least 2 days' notice (in the case of Holders' meetings prior to the Listing Date) or 14 days' notice (in the case of Holders' meetings after the Listing Date to pass an Ordinary Resolution) or 21 days' notice (in the case of Holders' meetings after the Listing Date to pass an Extraordinary Resolution) (not inclusive of the day on which the notice is served or deemed to be served and of the day for which the notice is given) of every meeting shall be given to the Holders in manner provided in this Deed. The notice shall specify the place, day and hour of meeting and the terms of the resolutions to be proposed, and each such notice shall where required by any Relevant Laws, Regulations and Guidelines be given by advertisement in the daily press and in writing to each stock exchange on which the Trust is listed. A copy of the notice shall be sent by post to the Trustee unless the meeting shall be convened by the Trustee. Any accidental omission to give notice to or the non-receipt of notice by any of the Holders shall not invalidate the proceedings at any meeting.

5.2 Notwithstanding the provisions of paragraph 5.1 above, a meeting of Holders convened by the Trustee for the purposes of the winding up of the Trust pursuant to the Securities and Futures Act shall comply with the relevant requirements of the Securities and Futures Act.

6. The quorum shall be not less than two Holders (whether present in person or by proxy) together holding or representing one-tenth in value of all the Units for the time being in issue. No business shall be transacted at any meeting unless the requisite quorum is present at the commencement of business.

7. If within half an hour from the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to such day and time being not less than 15 days thereafter and to such place as shall be determined for the purpose by the Chairman of the meeting. Notice of the adjourned meeting shall be given in the same manner as for an original meeting. Such notice shall state that the Holders present at the adjourned meeting whatever their number and the value of the Units held by them will form a quorum thereat. At any such adjourned meeting the Holders present in person or by proxy thereat shall be a quorum.

8. A person nominated in writing by the Trustee shall preside at every meeting and if no such person is-nominated or if at any meeting the person nominated shall not be present within fifteen minutes after the time appointed for holding the meeting, the Holders present shall choose one of their number to be Chairman.

9. The Chairman may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place.

10. At any meeting a resolution put to the vote of the meeting shall, subject to the requirements of the prevailing Relevant Laws, Regulations and Guidelines, be decided on a poll.

11. A poll shall be taken in such manner as the Chairman may direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was conducted.

12. A poll shall be taken at such time and place as the Chairman directs.

13. On a poll every Holder who is present in person or by proxy shall have one vote for every Unit of which he is the Holder. A person entitled to more than one vote need not use all his votes or cast them the same way.

14. In the case of Joint Holders the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the vote of the other Joint Holders and for this purpose seniority shall be determined by the order in which the names stand in the Register, the first being the senior.

15. On a poll votes may be given either personally or by proxy.

16. The instrument appointing a proxy shall be in writing, under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation either under the common seal or under the hand of an officer or attorney so authorised.

17. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority shall be deposited at such place as the Trustee or the Manager with the approval of the Trustee may in the notice convening the meeting direct or if no such place is appointed then at the registered office of the Manager not less than 72 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution. A person appointed to act as a proxy need not be a Holder.

18. An instrument of proxy may be in the usual common form or in any other form which the Trustee shall approve.

19. Notwithstanding anything in this Deed, where a Holder is a Relevant Intermediary, the Holder may appoint more than two proxies to exercise all or any of its rights to attend, speak and vote at every meeting, provided that each proxy must be appointed to exercise the rights attached to a different Unit or Units held by it (which number of Units and Class shall be specified).

20. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed or the transfer of the Units in respect of which the proxy is given Provided That no intimation in writing of such death, insanity, revocation or transfer shall have been received at the place appointed for the deposit of proxies or if no such place is appointed at the registered office of the Manager before the commencement of the meeting or adjourned meeting at which the proxy is used.

21. Minutes of all resolutions and proceedings at every meeting shall be made and duly entered in books to be from time to time provided for that purpose by the Manager at the expense of the Manager and any such minute as aforesaid if purporting to be signed by the Chairman of the meeting shall be conclusive evidence of the matters therein stated and until the contrary is proved, every such meeting in respect of the proceedings of which minutes have been made shall be deemed to have been duly held and convened and all resolutions passed thereat to have been duly passed.

22. A resolution in writing signed by or on behalf of all the Holders for the time being entitled to receive notice of any meeting of Holders shall be as valid and effectual as a resolution (including an Extraordinary Resolution) passed at a meeting of those Holders duly called and constituted. Such resolution may be contained in one document or in several documents in the like form each signed by or on behalf of one or more of the Holders concerned.

23. For the purpose of this Deed, an Extraordinary Resolution means a resolution proposed and passed as such by a majority consisting of 75.0% or more of the total number of votes cast for and against such resolution at a meeting of Holders or (as the case may be) Depositors named in the Depository Register as at 72 hours before the time of such meeting as certified by the Depository to the Manager and an Ordinary Resolution means a resolution proposed and passed as such by a majority being greater than 50.0% of the total number of votes cast for and against such resolution at a meeting of Holders or (as the case may be) Depositors named in the Depository Register as at 72 hours before the time of such meeting as certified by the Depository to the Manager.

An Extraordinary Resolution or (as the case may be) an Ordinary Resolution shall be binding on all Holders whether or not present at the relevant meeting and each of the Holders and the Trustee and the Manager shall, subject to the provision relating to indemnity in this Deed, be bound to give effect thereto accordingly.

24. *A corporation, being a Holder, may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of Holders and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.*

25. *For the purposes of determining the number of Units held in respect of Units registered in the name of the Depository and the number of votes which a particular Holder may cast in respect of such Units, each of the Trustee and the Manager shall be entitled and bound to accept as accurate the number of Units credited into the Securities Account(s) of the relevant Depositor as shown in the records of the Depository as at a time not earlier than 72 hours prior to the time of the relevant meeting, supplied by the Depository to the Trustee, and to accept as the maximum number of votes which in aggregate that Depositor and his proxy(ies) (if any) are able to cast on a poll a number which is the number of Units credited into the Securities Account(s) of the relevant Depositor, as shown in the aforementioned records of the Depository, whether that number is greater or smaller than that specified by the Depositor or in the instrument of proxy. Neither the Trustee nor the Manager shall under any circumstances be responsible for, or liable to any person as a result of it, acting upon or relying on the aforementioned records of the Depository.*

26. *Notwithstanding anything in this Deed, where a corporation is beneficially entitled to all the Units in issue and a minute is signed by a duly authorised representative of the corporation stating that any act, matter, or thing, or any Ordinary Resolution or Extraordinary Resolution, required by this Deed to be made, performed, or passed by or at a meeting of Holders has been made, performed, or passed, that act, matter, thing, or resolution shall, for all purposes, be deemed to have been duly made, performed, or passed by or at a meeting of Holders duly convened and at which a quorum is formed. For the avoidance of doubt, paragraph 8 of this Schedule need not be complied with when any act, matter, thing, or resolution is be deemed to have been duly made, performed, or passed by or at a duly convened meeting of Holders by virtue of this paragraph 26.*"

SCHEDULE C

CONSOLIDATED STATEMENT OF FINANCIAL POSITION OF THE MCT GROUP

The audited statement of financial position of the MCT Group as at 31 March 2021 is set out below:

	31 March 2021 (S$'000)
ASSETS	
Current assets	
Cash and cash equivalents	192,543
Trade and other receivables	7,631
Tax recoverable	5,849
Other current assets	528
Total current assets	**206,551**
Non-current assets	
Investment properties	8,737,000
Plant and equipment	266
Derivative financial instruments	6,767
Total non-current assets	**8,744,033**
Total assets	**8,950,584**
LIABILITIES	
Current liabilities	
Derivative financial instruments	2,390
Trade and other payables	114,047
Borrowings	70,000
Total current liabilities	**186,437**
Non-current liabilities	
Derivative financial instruments	17,573
Other payables	53,007
Borrowings	2,959,625
Deferred tax liabilities	24,974
Total non-current liabilities	**3,055,179**
Total liabilities	**3,241,616**
NET ASSETS ATTRIBUTABLE TO UNITHOLDERS	**5,708,968**
Represented by:	
Unitholders' funds	5,708,968
UNITS IN ISSUE ('000)	**3,316,204**
NET ASSET VALUE PER UNIT (S$)	**1.72**

SCHEDULE D

SIGNIFICANT ACCOUNTING POLICIES OF THE MCT GROUP

The significant accounting policies of the MCT Group have been extracted from the MCT FY20/21 Audited Financial Statements and, save for references to page numbers which have been altered to conform with the pagination of the Scheme Document, are set out below.

2. Significant accounting policies

2.1 Basis of preparation

The Monetary Authority of Singapore ("MAS") has granted the Group a waiver from compliance with the requirement under Paragraph 4.3 of Appendix 6 to the Code on Collective Investment Schemes (the "CIS Code") to prepare its financial statements in accordance with Singapore Financial Reporting Standards ("SFRS").

The financial statements have been prepared in accordance with Singapore Financial Reporting Standards (International) ("SFRS(I)"), the applicable requirements of the CIS Code issued by MAS and the provisions of the Trust Deed.

These financial statements, which are expressed in Singapore Dollars ("$" or "SGD") and rounded to the nearest thousand, unless otherwise stated, have been prepared under the historical cost convention, except as disclosed in the accounting policies below.

The preparation of financial statements in conformity with SFRS(I) requires the Manager to exercise its judgement, and make estimates and assumptions in the process of applying the Group's accounting policies. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

The area involving a higher degree of judgement, where estimates and assumptions are significant to the financial statements is disclosed in Note 13 – Investment properties. Those assumptions and estimates were used by the independent valuers in arriving at their valuations.

2. Significant accounting policies (continued)

2.1 Basis of preparation (continued)

Interpretations and amendments to published standards effective in 2020

On 1 April 2020, the Group has adopted the new or amended SFRS(I) and Interpretations of SFRS(I) ("INT SFRS(I)") as below that are mandatory for application for the financial year. Changes to the Group's accounting policies have been made as required, in accordance with the transitional provisions in the respective SFRS(I) and INT SFRS(I).

The adoption of these new or amended SFRS(I)s and INT SFRS(I)s did not result in substantial changes to the Group's accounting policies and had no material effect on the amounts reported for the current or prior financial years.

Interest Rate Benchmark Reform

In accordance with the transition provisions, the Group has adopted the amendments to SFRS(I) 9 and SFRS(I) 7 effective 1 April 2020 retrospectively to hedging relationships that existed at the start of the financial year or were designated thereafter, and to the amount accumulated in the cash flow hedge reserve at that date.

The amendments provide temporary relief from applying specific hedge accounting requirements to hedging relationships directly affected by inter-bank offered rate (IBOR) reform. The reliefs have the effect that IBOR reform should not generally cause hedge accounting to terminate. However, any hedge ineffectiveness continues to be recorded in the income statement. The reliefs will cease to apply when the uncertainties arising from interest rate benchmark reform are no longer present.

The Group has applied the following reliefs that were introduced by the amendments made to SFRS(I) 9 Financial Instruments:

- when considering the 'highly probable' requirement, the Group has assumed that the interest rates on which the Group's hedged debt is based does not change as a result of IBOR reform;

- in assessing whether the hedge is expected to be highly effective on a forward-looking basis, the Group has assumed that the interest rates on which the cash flows of the hedged debt and the interest rate swap that hedges it are based is not altered by the IBOR reform; and

- The Group has not recycled the cash flow hedge reserve relating to the period after the reforms are expected to take effect.

2. Significant accounting policies (continued)

2.2 Revenue recognition

(a) Rental income and service charges from operating leases

The Group classifies the leases of its investment properties as operating leases as the Group retains substantially all risks and rewards incidental to ownership.

Rental income and service charges from operating leases are recognised on a straight-line basis over the term of the lease, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased assets. Lease incentives granted are recognised as an integral part of the total rental income, over the term of the lease.

Contingent rents, which include gross turnover rental, are recognised as income in profit or loss when earned and the amount can be measured reliably.

Any changes in the scope or the consideration for a lease that was not part of the original terms and conditions of the lease (for example, rent concessions given which were not contemplated as part of the original terms and conditions of the lease) are accounted for as lease modifications.

The Group accounts for a modification to an operating lease as a new lease from the effective date of the modification, recognising the remaining lease payments as income on a either a straight-line basis or another systematic basis over the remaining lease term.

(b) Car parking income

Car parking income from the operation of car parks is recognised over time upon utilisation of car parking facilities by tenants and visitors.

(c) Finance income

Finance income is recognised on a time proportion basis using the effective interest method.

(d) Dividend income

Dividend income is recognised when the right to receive the payment is established, if it is probable that the economic benefits associated with the dividend will flow to the Group, and the amount of the dividend can be reliably measured.

2. Significant accounting policies (continued)

2.3 Government grants

Government grants are recognised as a receivable at their fair value when there is reasonable assurance that the grant will be received and the Group will comply with all the attached conditions.

Government grants receivable are recognised as income over the periods necessary to match them with the related costs which they are intended to compensate, on a systematic basis.

2.4 Expenses

(a) Trustee's fees

Trustee's fees are recognised on an accrual basis using the applicable formula stipulated in Note 1(a).

(b) Manager's management fees

Manager's management fees are recognised on an accrual basis using the applicable formula stipulated in Note 1(b).

(c) Property operating expenses

Property operating expenses are recognised on an accrual basis. Included in property operating expenses are property management fees which are based on the applicable formula stipulated in Note 1(d).

2.5 Borrowing costs

Borrowing costs are recognised in profit or loss using the effective interest method, except for those costs that are directly attributable to the construction or development of properties.

The actual borrowing costs on borrowings used to finance the construction or development of properties incurred during the period up to the issuance of the temporary occupation permit less any investment income on temporary investment of these borrowings, are capitalised in the cost of the property under development. Borrowing costs on general borrowings are capitalised by applying a capitalisation rate to construction or development expenditures that are financed by general borrowings.

No such borrowing costs on construction or development of properties have been incurred during the current and prior financial year.

2. Significant accounting policies (continued)

2.6 Income taxes

Current income tax for current and prior periods are recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Deferred income tax is recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

A deferred income tax liability is recognised on temporary differences arising on investments in subsidiaries, except where the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences can be utilised.

Deferred income tax assets and liabilities are measured:

(i) at the tax rates that are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date; and

(ii) based on the tax consequence that will follow from the manner in which the Group expects, at the balance sheet date, to recover or settle the carrying amounts of its assets and liabilities.

Current and deferred income taxes are recognised as income or expenses in profit or loss, except to the extent that the tax arises from a transaction which is recognised directly in equity.

The Inland Revenue Authority of Singapore ("IRAS") has issued a tax ruling on the taxation of MCT for the income earned and expenditure incurred after its listing on the SGX-ST. Subject to meeting the terms and conditions of the tax rulings which include a distribution of at least 90% of the taxable income of MCT, the Trustee will not be taxed on the portion of taxable income of MCT that is distributed to Unitholders. Any portion of the taxable income that is not distributed to Unitholders will be taxed on the Trustee. In the event that there are subsequent adjustments to the taxable income when the actual taxable income of MCT is finally agreed with the IRAS, such adjustments are taken up as an adjustment to the taxable income for the next distribution following the agreement with the IRAS.

2. Significant accounting policies (continued)

2.6 Income taxes (continued)

Although MCT is not taxed on its taxable income distributed, the Trustee and the Manager are required to deduct income tax at the applicable corporate tax rate from the distributions of such taxable income of MCT (i.e. which has not been taxed in the hands of the Trustee) to certain Unitholders. The Trustee and the Manager will not deduct tax from the distributions made out of MCT's taxable income to the extent that the beneficial Unitholder is:

- An individual (excluding partnerships);
- A tax resident Singapore-incorporated company;
- A Singapore branch of a company incorporated outside Singapore;
- A body of persons (excluding companies or partnerships) registered or constituted in Singapore (e.g. town council, statutory board, registered charity, registered co-operative society, registered trade union, management corporation, club and trade and industry association);
- An international organisation that is exempt from tax on such distributions by reason of an order made under the International Organisations (Immunities and Privileges) Act (Cap. 145); or
- A real estate investment trust exchange-traded fund which has been accorded the tax transparency treatment.

The above tax transparency ruling does not apply to gains from sale of real properties. Such gains, if they are considered as trading gains, are assessable to tax on the Trustee. Where the gains are capital gains, the Trustee will not be assessed to tax and may distribute the gains without tax being deducted at source.

2.7 Group accounting

(a) Subsidiaries

(i) Consolidation

Subsidiaries are entities (including structured entity) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. It is deconsolidated from the date on which control ceases.

In preparing the consolidated financial statements of the Group, transactions, balances and unrealised gains on transactions between group entities are eliminated. Unrealised losses are also eliminated but are considered an impairment indicator of the asset transferred. Accounting policies of MCT's subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

2. Significant accounting policies (continued)

2.7 Group accounting (continued)

(a) Subsidiaries (continued)

(ii) Acquisitions

The acquisition method of accounting is used to account for business combinations entered into by the Group.

The consideration transferred for the business acquisition of a subsidiary or business comprises the fair value of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred also includes the fair value of any contingent consideration arrangement and the fair value of any pre-existing equity interest in the subsidiary.

Acquisition-related costs are expensed as incurred.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date.

On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree at the date of acquisition either at fair value or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill.

For acquisitions of subsidiaries which do not qualify as business combinations, the transactions are accounted for in accordance with the respective accounting policies for the assets acquired and the liabilities assumed.

(iii) Disposals

When a change in the Group's ownership interest in a subsidiary results in a loss of control over the subsidiary, the assets and liabilities of the subsidiary including any goodwill are derecognised. Amounts previously recognised in other comprehensive income in respect of that entity are also reclassified to profit or loss or transferred directly to Unitholders' funds if required by SFRS(I).

Any retained equity interest in the entity is remeasured at fair value. The difference between the carrying amount of the retained interest at the date when control is lost and its fair value is recognised in profit or loss.

Please refer to Note 2.12 "Investments in subsidiaries" for the accounting policy on investments in subsidiaries in the financial statements of MCT.

2. Significant accounting policies (continued)

2.7 Group accounting (continued)

(b) Transactions with non-controlling interests

Changes in the Group's ownership interest in a subsidiary that do not result in a loss of control over the subsidiary are accounted for as transactions with equity owners of MCT. Any difference between the change in the carrying amounts of the non-controlling interest and the fair value of the consideration paid or received is recognised within equity attributable to the Unitholders of MCT.

2.8 Cash and cash equivalents

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents include cash on hand and deposits with financial institutions which are subject to an insignificant risk of change in value.

2.9 Non-derivative financial assets

(a) Classification and measurement

The Group classifies its non-derivative financial assets at amortised cost. The classification depends on the Group's business model for managing the financial assets as well as the contractual terms of the cash flows of the financial asset. The Group reclassifies debt instruments when and only when its business model for managing those assets change.

Financial assets at amortised cost

(i) At initial recognition

At initial recognition, the Group measures a financial asset at its fair value plus transaction costs that are directly attributable to the acquisition of the financial asset.

(ii) At subsequent measurement

Debt instruments include "cash and cash equivalents", "trade and other receivables" and deposits presented in "other current assets" in the Statements of Financial Position. Debt instruments that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt instrument that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in interest income using the effective interest rate method.

2. Significant accounting policies (continued)

2.9 Non-derivative financial assets (continued)

(b) Impairment

The Group assesses on a forward-looking basis the expected credit losses associated with its debt financial assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by SFRS(I) 9 *Financial Instruments*, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

(c) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade date – the date on which the Group commits to purchase or sell the asset.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership.

On disposal of a debt instrument, the difference between the carrying amount and the sale proceeds is recognised in profit or loss. Any amount previously recognised in other comprehensive income relating to that asset is reclassified to profit or loss.

2.10 Investment properties

Investment properties for the Group are held for long-term rental yields and/or for capital appreciation.

Investment properties are accounted for as non-current assets and are initially recognised at cost and subsequently carried at fair value. The Trust Deed requires the investment properties to be valued by independent registered valuers at least once a year in accordance with the CIS Code. Changes in fair value are recognised in profit or loss.

Investment properties are subject to renovations or improvements from time to time. The costs of major renovations and improvements are capitalised while the carrying amounts of replaced components are recognised in profit or loss. The costs of maintenance, repairs and minor improvements are recognised in profit or loss when incurred.

On disposal of an investment property, the difference between the net disposal proceeds and the carrying amount is taken to profit or loss.

2. Significant accounting policies (continued)

2.10 Investment properties (continued)

If an investment property becomes substantially owner-occupied, it is reclassified as property, plant and equipment, and its fair value at the date of reclassification becomes its cost for accounting purposes.

For taxation purposes, MCT may claim capital allowances on assets that qualify as plant and machinery under the Income Tax Act.

2.11 Plant and equipment

(a) Measurement

Plant and equipment are initially recognised at cost and subsequently carried at cost less accumulated depreciation and accumulated impairment losses.

The cost of an item of plant and equipment initially recognised includes its purchase price and any costs that are directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

(b) Depreciation

Depreciation on plant and equipment is calculated using the straight-line method to allocate their depreciable amounts over their estimated useful lives as follows:

	Useful lives
Plant and equipment	2 – 10 years

The residual values, estimated useful lives and depreciation method of plant and equipment are reviewed, and adjusted as appropriate, at each balance sheet date. The effects of any revision are recognised in profit or loss for the financial year when the changes arise.

(c) Subsequent expenditure

Subsequent expenditure relating to plant and equipment that has already been recognised is added to the carrying amount of the asset only when it is probable that future economic benefits in excess of the originally assessed standard of performance of the existing asset will flow to the Group and the cost can be reliably measured. Other subsequent expenditure is recognised as an expense in profit or loss when incurred.

(d) Disposal

On disposal of an item of plant and equipment, the difference between the disposal proceeds and its carrying amount is recognised in profit or loss.

2. Significant accounting policies (continued)

2.12 Investments in subsidiaries

Investments in subsidiaries are carried at cost less accumulated impairment losses in MCT's Statement of Financial Position. On disposal of the investments in subsidiaries, the difference between net disposal proceeds and the carrying amount of the investment is recognised in profit or loss.

2.13 Impairment of non-financial assets

Plant and equipment and investments in subsidiaries are reviewed for impairment whenever there is any objective evidence or indication that this asset may be impaired.

For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash inflows that are largely independent of those from other assets. If this is the case, the recoverable amount is determined for the cash generating unit ("CGU") to which the asset belongs.

If the recoverable amount of the asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount.

The difference between the carrying amount and recoverable amount is recognised as an impairment loss in profit or loss.

An impairment loss for an asset is reversed if, and only if, there has been a change in the estimates used to determine the asset's recoverable amount or if there is a change in the events that had given rise to the impairment since the last impairment loss was recognised. The carrying amount of this asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of impairment loss for an asset is recognised in profit or loss.

2.14 Borrowings

Borrowings are presented as current liabilities unless the Group has an unconditional right to defer settlement for at least 12 months after the balance sheet date, in which case they are presented as non-current liabilities.

Borrowings are initially recognised at fair value (net of transaction costs) and subsequently carried at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

2.15 Trade and other payables

Trade and other payables represent liabilities for goods and services provided to the Group prior to the end of the financial year which are unpaid. They are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade and other payables are initially recognised at fair value (net of transaction costs) and subsequently carried at amortised cost, using the effective interest method.

2. Significant accounting policies (continued)

2.16 Derivative financial instruments and hedging activities

The Group holds derivative financial instruments to hedge its foreign currency and interest rate risk exposures. The Group does not hold or issue derivative financial instruments for trading purposes.

A derivative financial instrument is initially recognised at its fair value on the date the contract is entered into and is subsequently carried at its fair value. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged.

Fair value changes on derivatives that are not designated or do not qualify for hedge accounting are recognised in profit or loss when the changes arise.

The Group documents at the inception of the transaction the relationship between the hedging instruments and hedged items as well as its risk management objective and strategies for undertaking various hedging transactions. The Group also documents its assessment, both at hedge inception and on an ongoing basis on whether the hedging relationship meets the hedge effectiveness requirements under SFRS(I) 9.

The fair values of various derivative financial instruments used for hedging purposes are disclosed in Note 24(f). The carrying amount of a derivative designated as a hedge is presented as a non-current asset or liability if the remaining expected life of the hedged item is more than 12 months and as a current asset or liability if the remaining expected life of the hedged item is less than 12 months.

Cash flow hedge – Interest rate swaps

The Group has entered into interest rate swaps that are cash flow hedges to manage the Group's exposure to interest rate risk on its borrowings. These contracts entitle the Group to receive interest at floating rates on notional principal amounts and oblige the Group to pay interest at fixed rates on the same notional principal amounts, thus allowing the Group to raise borrowings at floating rates and swap them into fixed rates.

The fair value changes on the effective portion of interest rate swaps designated as cash flow hedges are recognised in other comprehensive income, accumulated in the hedging reserve and reclassified to profit or loss when the hedged interest expense on the borrowings is recognised in profit or loss. The fair value changes on the ineffective portion of interest rate swaps are recognised immediately in profit or loss.

2. Significant accounting policies (continued)

2.17 Leases

When the Group is the lessee:

At the inception of the contract, the Group assesses if the contract contains a lease. A contract contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Reassessment is only required when the terms and conditions of the contract are changed.

Right-of-use assets

Right-of-use assets are measured at cost which comprises the initial measurement of lease liabilities adjusted for any lease payments made at or before the commencement date and lease incentive received. Any initial direct costs that would not have been incurred if the lease had not been obtained are added to the carrying amount of the right-of-use assets.

Right-of-use assets which meet the definition of an investment property are presented within "Investment properties" and accounted for in accordance with Note 2.10.

Short-term and low-value leases

The Group has elected to not recognise right-of-use assets and lease liabilities for short-term leases that have lease terms of 12 months or less and leases of low value leases. Lease payments relating to these leases are expensed to profit or loss on a straight-line basis over the lease term.

2.18 Fair value estimation of financial assets and liabilities

The fair values of current financial assets and liabilities carried at amortised cost approximate their carrying amounts.

The fair values of financial instruments that are not traded in an active market are determined by using valuation techniques based on market conditions existing at each balance sheet date.

The fair value of interest rate swaps are calculated as the present value of the estimated future cash flows. The fair value of the cross currency interest rate swap is determined using quoted currency rates as at the balance sheet date.

2. Significant accounting policies (continued)

2.19 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount can be made.

2.20 Currency translation

(a) Functional and presentation currency

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates ("functional currency"). The financial statements are presented in SGD, which is the functional currency of MCT.

(b) Transactions and balances

Transactions in a currency other than functional currency ("foreign currency") are translated into functional currency using the exchange rates at the dates of the transactions. Currency translation differences resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the closing rates at the balance sheet date are recognised in profit or loss.

2.21 Financial guarantees

The Trustee has issued financial guarantees in relation to certain borrowings of MCT's subsidiaries. These guarantees are financial guarantees as they require MCT to reimburse the banks if the subsidiaries fail to make principal or interest payments when due in accordance with the terms of their borrowings. Intra-Group transactions are eliminated on consolidation.

Financial guarantee contracts are initially measured at fair value and subsequently measured at the higher of:

(a) amount initially recognised less the cumulative amount of income recognised in accordance with the principles of SFRS(I) 15; and

(b) the amount of expected loss allowance computed in accordance with SFRS(I) 9.

2.22 Units and unit issuance expenses

Proceeds from the issuance of units in MCT are recognised as Unitholders' funds. Incremental costs directly attributable to the issuance of new units are deducted directly from the net assets attributable to the Unitholders.

2. Significant accounting policies (continued)

2.23 Segment reporting

Operating segments are reported in a manner consistent with the internal reports provided to management who is responsible for allocating resources and assessing performance of the operating segments.

2.24 Distribution policy

MCT's distribution policy is to distribute at least 90.0% of its adjusted taxable income, comprising substantially its income from the letting of its properties and related property services income, interest income from the placement of periodic cash surpluses in bank deposits and after deducting allowable expenses and allowances, and of its tax-exempt income (if any). The actual level of distribution will be determined at the Manager's discretion, having regard to MCT's funding requirements, other capital management considerations and the overall stability of distributions. Distributions, when made, will be in SGD.

Following the amendments to Rule 705 of the SGX-ST Listing Manual effective from 7 February 2020, MCT has adopted the new half-yearly reporting framework with effect from 1 April 2020. Consequently, any distributions to Unitholders will be on a half-yearly basis.

SCHEDULE E

MCT 1H FY21/22 UNAUDITED FINANCIAL STATEMENTS



(Constituted in the Republic of Singapore pursuant to a Trust Deed dated 25 August 2005 (as amended))

MAPLETREE COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS AND DISTRIBUTION ANNOUNCEMENT FOR THE FIRST HALF FINANCIAL PERIOD FROM 1 APRIL 2021 TO 30 SEPTEMBER 2021

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MAPLETREE COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS AND DISTRIBUTION ANNOUNCEMENT FOR THE FIRST HALF FINANCIAL PERIOD FROM 1 APRIL 2021 TO 30 SEPTEMBER 2021

INTRODUCTION

Mapletree Commercial Trust ("MCT") is a Singapore-focused real estate investment trust ("REIT") established with the principal investment objective of investing on a long-term basis, directly or indirectly, in a diversified portfolio of income-producing real estate used primarily for office and/or retail purposes, whether wholly or partially, in Singapore, as well as real estate-related assets.

MCT's current portfolio comprises five properties located in Singapore – four located in the Greater Southern Waterfront (HarbourFront and Alexandra Precincts) and one in the Central Business District ("CBD"), namely:

(a) VivoCity, Singapore's largest mall located in the HarbourFront Precinct;

(b) Mapletree Business City ("MBC"), comprising Mapletree Business City I ("MBC I") and Mapletree Business City II ("MBC II"), a large-scale integrated office, business park and retail complex with Grade A building specifications supported by ancillary retail space, located in the Alexandra Precinct;

(c) mTower, an established integrated development with a 40-storey office block and a three-storey retail centre known as the Alexandra Retail Centre ("ARC"), located in the Alexandra Precinct;

(d) Mapletree Anson, a 19-storey premium office building located in Singapore's CBD; and

(e) Bank of America Merrill Lynch HarbourFront ("MLHF"), a six-storey premium office building located in the HarbourFront Precinct.

MCT's distribution policy is to distribute at least 90.0% of its taxable income comprising substantially its income from the letting of its properties and related property services income, interest income from the placement of periodic cash surpluses in bank deposits and after deducting allowable expenses and allowances, as well as its tax-exempt income (if any). With effect from 1 April 2020, the distribution is on a half-yearly basis instead of quarterly basis.

MAPLETREE COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS AND DISTRIBUTION ANNOUNCEMENT FOR THE FIRST HALF FINANCIAL PERIOD FROM 1 APRIL 2021 TO 30 SEPTEMBER 2021

SUMMARY RESULTS OF MAPLETREE COMMERCIAL TRUST GROUP

	1H FY21/22 (S$'000)	1H FY20/21 (S$'000)	Variance %
Gross revenue	243,722	218,671	11.5
Property operating expenses	(53,867)	(47,212)	(14.1)
Net property income	189,855	171,459	10.7
Income available for distribution	146,456	123,422	18.7
Amount available for distribution	146,456	138,422[1]	5.8
Distribution per unit (cents)	4.39	4.17[1]	5.3

Footnote:

[1] In 4Q FY19/20, MCT made capital allowance claims and retained capital distribution totalling S$43.7 million to conserve liquidity in view of the uncertainty due to the COVID-19 pandemic. Of this, S$15.0 million was released to Unitholders and included in the distribution for 1H FY20/21.

DISTRIBUTION DETAILS

Distribution period	1 April 2021 to 30 September 2021
Distribution rate / type	Taxable income distribution of 3.99 cents per unit Tax-exempt income[1] distribution of 0.32 cent per unit Capital distribution of 0.08 cent per unit
Trade ex-date	3 November 2021, 9.00 a.m.
Record date	5 November 2021, 5.00 p.m.
Payment date	30 November 2021

Footnote:

[1] Tax-exempt income relates to the COVID-19 cash grants of S$10.7 million received by the Group in FY20/21.

MAPLETREE COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS AND DISTRIBUTION ANNOUNCEMENT FOR THE FIRST HALF FINANCIAL PERIOD FROM 1 APRIL 2021 TO 30 SEPTEMBER 2021

CONDENSED INTERIM FINANCIAL STATEMENTS

1(a) Consolidated Statement of Profit or Loss and Distribution Statement

Consolidated Statement of Profit or Loss	1H FY21/22 (S$'000)	1H FY20/21 (S$'000)	Variance %
Gross revenue	243,722	218,671	11.5
Property operating expenses[1]	(53,867)	(47,212)	(14.1)
Net property income	**189,855**	**171,459**	**10.7**
Finance income	147	539	(72.7)
Finance expenses	(36,790)	(40,272)	8.6
Manager's management fees			
- Base fees	(11,125)	(11,381)	2.2
- Performance fees	(7,594)	(6,858)	(10.7)
Trustee's fees	(520)	(531)	2.1
Other trust expenses	(658)	(636)	(3.5)
Foreign exchange (loss)/gain[2]	(87)	1,523	N.M.
Net change in fair value of financial derivative[3]	224	(1,968)	N.M.
Profit before tax and fair value change in investment properties	**133,452**	**111,875**	**19.3**
Net change in fair value of investment properties[4]	41,885	(203,879)	N.M.
Profit/(Loss) for the financial period before tax	**175,337**	**(92,004)**	**N.M.**
Income tax expense[5]	(3)	(*)	N.M.
Profit/(Loss) for the financial period after tax before distribution	**175,334**	**(92,004)**	**N.M.**
Earnings per unit (cents)			
- Basic	**5.28**	**(2.78)**	**N.M.**
- Diluted	**5.28**	**(2.78)**	**N.M.**

N.M.: Not meaningful

* Amount is less than S$1,000

MAPLETREE COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS AND DISTRIBUTION ANNOUNCEMENT FOR THE FIRST HALF FINANCIAL PERIOD FROM 1 APRIL 2021 TO 30 SEPTEMBER 2021

1(a) Consolidated Statement of Profit or Loss and Distribution Statement (continued)

Distribution Statement	1H FY21/22 (S$'000)	1H FY20/21 (S$'000)	Variance %
Profit/(Loss) for the financial period after tax before distribution	**175,334**	**(92,004)**	**N.M.**
Adjustments:			
- Unrealised foreign exchange loss/(gain)	87	(1,523)	N.M.
- Net change in fair value of financial derivative	(224)	1,968	N.M.
- Net change in fair value of investment properties	(41,885)	203,879	N.M.
- Net effect of other non-tax deductible items and other adjustments[6]	13,144	11,102	18.4
Income available for distribution to Unitholders	**146,456**	**123,422**	**18.7**
Amount available for distribution to Unitholders	**146,456**	**138,422[10]**	**5.8**
Comprising:			
- Taxable income	132,769[7]	120,130	10.5
- Tax-exempt income	10,699[8]	-	N.M.
- Capital distribution	2,988[9]	18,292[10]	(83.7)
	146,456	**138,422**	**5.8**

N.M.: Not meaningful

Footnotes:

1. Included as part of the property operating expenses were the following:

	1H FY21/22 (S$'000)	1H FY20/21 (S$'000)	Variance %
Depreciation	74	73	(1.4)
Impairment of trade receivables	54	578	90.7

2. This relates to the Japanese Yen ("JPY") denominated medium term notes ("MTN") issued in March 2015. The foreign exchange (loss)/gain is unrealised and arose from the translation of the JPY MTN into Mapletree Commercial Trust Treasury Company Pte. Ltd.'s ("MCTTC") functional currency in Singapore dollar. A cross currency interest rate swap ("CCIRS") has been entered into to hedge against any foreign exchange exposure on the principal and interest payments. The unrealised foreign exchange (loss)/gain has no impact on the amount available for distribution to Unitholders.

3. This relates to the revaluation of the CCIRS which was entered into to hedge against the foreign exchange risk exposure arising from JPY denominated MTN. The CCIRS is not designated for hedge accounting and any change in fair value of this derivative financial instrument has been taken to profit or loss. The change in the fair value of financial derivative has no impact on amount available for distribution to Unitholders.

MAPLETREE COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS AND DISTRIBUTION ANNOUNCEMENT FOR THE FIRST HALF FINANCIAL PERIOD FROM 1 APRIL 2021 TO 30 SEPTEMBER 2021

1(a) Consolidated Statement of Profit or Loss and Distribution Statement (continued)

4. This relates to the net change in property values arising from independent valuations carried out as at 30 September 2021 and 30 September 2020. The interim valuations were carried out due to the heightened uncertainty caused by the COVID-19 pandemic. The amount includes effects of recognising rental incentives on a straight-line basis over the lease terms.

	1H FY21/22 (S$'000)	1H FY20/21 (S$'000)	Variance %
Change in fair value of investment properties	39,038	(207,174)	N.M.
Effects of recognising rental incentives on a straight-line basis over the lease terms	2,847	3,295	(13.6)
Net change in fair value of investment properties recognised in profit or loss	**41,885**	**(203,879)**	**N.M.**

N.M.: Not meaningful

5. This relates to the income tax expense of Mapletree Commercial Trust Treasury Company Pte. Ltd. and 80 Alexandra Pte. Ltd..

6. This consists of management fees paid/payable in units, trustee's fees, capital allowance claims, financing fees incurred on bank facilities, non-tax deductible/(chargeable) items, rollover income adjustments (see Footnote 7 below) and other adjustments.

7. Taxable income available for distribution include an adjustment of S$10.7 million arising from the COVID-19 cash grants received by the Group in FY20/21, which was included as part of the taxable income distribution in FY20/21. The COVID-19 cash grants received from the Government are exempted from tax.

8. This relates to the COVID-19 cash grants received by the Group in FY20/21.

9. This relates to the rental income arising from fit-out period granted to tenants of MBC II prior to the acquisition of MBC II.

10. This relates to the rental income arising from fit-out period granted to tenants of MBC II prior to the acquisition of MBC II and for 1H FY20/21 includes the release of S$15.0 million of retained cash from 4Q FY19/20.

1(b) Consolidated Statement of Comprehensive Income

	1H FY21/22 (S$'000)	1H FY20/21 (S$'000)	Variance %
Profit/(Loss) for the financial period after tax before distribution	**175,334**	**(92,004)**	**N.M.**
Other comprehensive income - items that may be reclassified subsequently to profit or loss:			
Cash flow hedges			
- Fair value loss	(1,928)	(18,249)	89.4
- Reclassification to profit or loss	8,095	6,145	31.7
Total comprehensive income/(loss) for the financial period	**181,501**	**(104,108)**	**N.M.**

N.M.: Not meaningful

MAPLETREE COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS AND DISTRIBUTION ANNOUNCEMENT FOR THE FIRST HALF FINANCIAL PERIOD FROM 1 APRIL 2021 TO 30 SEPTEMBER 2021

2 Statements of Financial Position

	Group		MCT	
	30 Sep 2021 (S$'000)	31 Mar 2021 (S$'000)	30 Sep 2021 (S$'000)	31 Mar 2021 (S$'000)
ASSETS				
Current assets				
Cash and cash equivalents[1]	103,706	192,543	96,907	176,652
Trade and other receivables[2]	3,500	7,631	3,644	7,813
Tax recoverable[3]	5,851	5,849	-	-
Other current assets	295	528	224	346
	113,352	**206,551**	**100,775**	**184,811**
Non-current assets				
Investment properties[4]	8,784,000	8,737,000	7,233,000	7,202,000
Plant and equipment	226	266	174	223
Investment in subsidiaries	-	-	910,964	910,964
Derivative financial instruments[5]	7,152	6,767	13,088	14,317
	8,791,378	**8,744,033**	**8,157,226**	**8,127,504**
Total assets	**8,904,730**	**8,950,584**	**8,258,001**	**8,312,315**
LIABILITIES				
Current liabilities				
Derivative financial instruments[5]	2,800	2,390	2,800	2,390
Trade and other payables[6]	93,965	114,047	82,617	97,192
Borrowings[7]	263,733	70,000	263,733	-
Loans from a subsidiary[8]	-	-	-	70,000
	360,498[7]	**186,437**	**349,150**	**169,582**
Non-current liabilities				
Derivative financial instruments[5]	11,157	17,573	13,104	19,631
Other payables[6]	51,955	53,007	47,355	45,809
Borrowings[7]	2,731,412	2,959,625	1,162,239	1,391,074
Loans from a subsidiary[8]	-	-	934,043	933,764
Deferred tax liabilities[9]	24,974	24,974	-	-
	2,819,498	**3,055,179**	**2,156,741**	**2,390,278**
Total liabilities	**3,179,996**	**3,241,616**	**2,505,891**	**2,559,860**
NET ASSETS ATTRIBUTABLE TO UNITHOLDERS	**5,724,734**	**5,708,968**	**5,752,110**	**5,752,455**
Represented by:				
Unitholders' funds	**5,724,734**	**5,708,968**	**5,752,110**	**5,752,455**
UNITS IN ISSUE ('000)	**3,321,268**	**3,316,204**	**3,321,268**	**3,316,204**
NET ASSET VALUE PER UNIT (S$)	**1.72**	**1.72**	**1.73**	**1.73**

2 Statements of Financial Position (continued)

Footnotes:

1. The decrease in cash and cash equivalents is mainly due to the payment of 2H FY20/21 distribution to Unitholders and net repayment of borrowings, offset partially by net cash generated from operations.

2. The decrease in trade and other receivables is mainly due to decrease in trade receivables. Included in current year trade and other receivables is an allowance for expected credit losses of trade receivables amounting to S$49,000 (31 March 2021: S$80,000).

3. Tax recoverable refers mainly to the net income tax recoverable of Mapletree Business City LLP ("MBC LLP") prior to the acquisition by MCT.

4. Investment properties as at 30 September 2021 were accounted for at fair value based on the independent valuations carried out as at 30 September 2021. Key changes to the unobservable inputs affecting the valuations are set out in Note 5.5 to the condensed interim financial statements.

5. Derivative financial instruments reflect the fair value of the interest rate swaps ("IRS") and currency forwards entered into by the Group to manage its interest rate risks and currency risks.

   The change in fair value of derivative financial instruments were mainly due to fluctuation in the interest rate and currency.

6. The decrease in trade and other payables is mainly due to decrease in accrued capital expenditure, accrued operating expenses, tenancy related deposits and rental received in advance.

   Other payables (non-current) relate to tenancy related deposits.

7. Borrowings represent unsecured bank loans and MTN measured at amortised cost. The decrease in total borrowings is mainly due to the net repayment of S$35.9 million of borrowings during the period.

   Except for the JPY8.7 billion floating rate notes, all the borrowings are denominated in Singapore dollars. A CCIRS has been entered into to hedge the JPY8.7 billion floating rate notes into a principal amount of S$100.0 million on a floating rate basis.

   Notwithstanding the net current liabilities position, based on the Group's available financial resources, the Manager is of the opinion that the Group will be able to meet its current obligations as and when they fall due. Specifically, MCT has sufficient committed credit facilities in place to refinance the S$263.7 million of current borrowings.

8. Loans from a subsidiary represent the unsecured borrowings from MCTTC on-lent to MCT. The unsecured borrowings from MCTTC were raised through the issuance of MTN under the MTN Programme. In April 2021, S$70.0 million of MTN were fully redeemed upon maturity.

9. Deferred tax liabilities refer to deferred tax provision of MBC LLP prior to the acquisition by MCT.

MAPLETREE COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS AND DISTRIBUTION ANNOUNCEMENT FOR THE FIRST HALF FINANCIAL PERIOD FROM 1 APRIL 2021 TO 30 SEPTEMBER 2021

3 Consolidated Statement of Cash Flows

	1H FY21/22 (S$'000)	1H FY20/21 (S$'000)
Cash flows from operating activities		
Profit/(Loss) for the financial period after tax before distribution	175,334	(92,004)
Adjustments for:		
- Income tax expense	3	*
- Depreciation	74	73
- Impairment of trade receivables	54	578
- Unrealised foreign exchange loss/(gain)	87	(1,523)
- Net change in fair value of investment properties	(41,885)	203,879
- Net change in fair value of financial derivative	(224)	1,968
- Finance income	(147)	(539)
- Finance expenses	36,790	40,272
- Manager's management fees paid/payable in units	7,687	7,458
	177,773	160,162
Change in working capital:		
- Trade and other receivables	4,002	(12,684)
- Other current assets	231	214
- Trade and other payables	(11,843)	511
Cash generated from operations	**170,163**	**148,203**
- Income tax paid	(5)	(*)
Net cash provided by operating activities	**170,158**	**148,203**
Cash flows from investing activities		
Additions to investment properties	(10,261)	(7,192)
Additions to plant and equipment	(34)	(73)
Finance income received	222	508
Net cash used in investing activities	**(10,073)**	**(6,757)**
Cash flows from financing activities		
Proceeds from borrowings	89,900	655,100
Repayments of borrowings	(55,800)	(499,400)
Redemption of notes	(70,000)	(160,000)
Payments of financing fees	-	(1,923)
Payments of distribution to Unitholders	(176,422)	(30,098)
Finance expenses paid	(36,600)	(38,562)
Net cash used in from financing activities	**(248,922)**	**(74,883)**
Net (decrease)/increase in cash and cash equivalents	**(88,837)**	**66,563**
Cash and cash equivalents		
Beginning of financial period	192,543	65,857
End of financial period	**103,706**	**132,420**

* Amount is less than S$1,000

MAPLETREE COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS AND DISTRIBUTION ANNOUNCEMENT FOR THE FIRST HALF FINANCIAL PERIOD FROM 1 APRIL 2021 TO 30 SEPTEMBER 2021

4 Statements of Movements in Unitholders' Funds

	Group		MCT	
	1H FY21/22 (S$'000)	1H FY20/21 (S$'000)	1H FY21/22 (S$'000)	1H FY20/21 (S$'000)
OPERATIONS				
Balance at beginning of financial period	**1,767,720**	**1,867,403**	**1,805,715**	**1,880,524**
Profit/(Loss) for the financial period	175,334	(92,004)	160,726	(65,245)
Distributions to Unitholders	(176,422)	(30,098)	(176,422)	(30,098)
Balance at end of financial period	**1,766,632**	**1,745,301**	**1,790,019**	**1,785,181**
UNITHOLDERS' CONTRIBUTION				
Balance at beginning of financial period	**3,959,140**	**3,942,864**	**3,959,140**	**3,942,864**
Movement during the financial period				
- Manager's management fees paid in units	10,687	11,629	10,687	11,629
Balance at end of financial period	**3,969,827**	**3,954,493**	**3,969,827**	**3,954,493**
HEDGING RESERVE				
Balance at beginning of financial period	**(17,892)**	**(23,319)**	**(12,400)**	**(18,642)**
Fair value loss	(1,928)	(18,249)	(1,157)	(9,648)
Reclassification to profit or loss	8,095	6,145	5,821	5,090
Balance at end of financial period	**(11,725)**	**(35,423)**	**(7,736)**	**(23,200)**
Total Unitholders' funds at end of financial period	**5,724,734**	**5,664,371**	**5,752,110**	**5,716,474**

MAPLETREE COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS AND DISTRIBUTION ANNOUNCEMENT FOR THE FIRST HALF FINANCIAL PERIOD FROM 1 APRIL 2021 TO 30 SEPTEMBER 2021

5 Notes to the Condensed Interim Financial Statements

5.1 Basis of Preparation

The condensed interim financial statements for the six months ended 30 September 2021 have been prepared in accordance with Singapore Financial Reporting Standards (International) ("SFRS(I)") 1-34 *Interim Financial Reporting* issued by the Accounting Standards Council Singapore. The condensed interim financial statements do not include all the information required for a complete set of financial statements. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in MCT's and the Group's financial positions and the Group's performance since the most recent audited annual financial statements for the financial year ended 31 March 2021.

The condensed interim financial statements are presented in Singapore Dollars ("S$"), which is MCT's functional currency and rounded to the nearest thousand, unless otherwise stated.

The accounting policies adopted and methods of computation applied are consistent with those used in the audited financial statements for the financial year ended 31 March 2021, except for the adoption of new and amended standards as set out in Note 5.2.

In preparing the condensed interim financial statements, the Manager has exercised its judgement, and made estimates and assumptions in the process of applying the Group's accounting policies. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. Actual results may differ from these estimates.

The area involving a higher degree of judgement, where estimates and assumptions are significant to the condensed interim financial statements is disclosed in Note 5.5 – Investment Properties.

5.2 New and Amended Standards Adopted by the MCT Group

The Group has adopted new or amended SFRS(I)s and Interpretations to SFRS(I)s ("INT SFRS(I)") that are mandatory for application from 1 April 2021. The adoption of these new or amended SFRS(I)s and INT SFRS(I)s did not result in substantial changes to the Group's accounting policies and had no material effect on the amounts reported for the current or prior financial period.

The Group has adopted the principles of the Interest Rate Benchmark Reform (Amendments to SFRS(I) 9, SFRS(I) 39 and SFRS(I) 7). The Manager is currently overseeing and monitoring the Group's IBOR reform transition, which includes assessing the impact of existing IBOR related financial products and executing amendments required as a result of IBOR reform with its counterparties.

5.3 Gross Revenue

	Group	
	1H FY21/22 (S$'000)	**1H FY20/21 (S$'000)**
Gross rental income	224,090	208,666
Car parking income	4,325	3,271
Other operating income	15,307	6,734
	243,722	**218,671**

Gross revenue include government grant income and government grant expenses. The government grant income relates to cash grant received from the Singapore Government as part of the COVID-19 relief measures. The corresponding disbursement to eligible tenants are recorded as government grant expenses. The Group has fully passed through all government grant, as mandated by the Government, in the form of rental rebates and rental waiver to eligible tenants.

5.4 Earnings Per Unit ("EPU") and Distribution Per Unit ("DPU")

	Group	
	1H FY21/22	**1H FY20/21**
Weighted average number of units	3,319,681,688	3,312,118,840
EPU[1] (cents) – basic and diluted[2]	5.28	(2.78)
Number of units in issue at end of financial period	3,321,267,783	3,313,936,403
DPU (cents)	4.39	4.17

[1] In computing the EPU, profit/(loss) after tax for the financial period and the weighted average number of units at the end of the financial period are used.

[2] Diluted EPU is the same as the basic EPU as there are no dilutive instruments in issue during the financial period.

5.5 Investment Properties

	Group		MCT	
	30 Sep 2021 (S$'000)	**31 Mar 2021 (S$'000)**	**30 Sep 2021 (S$'000)**	**31 Mar 2021 (S$'000)**
Completed investment properties				
Beginning of financial period/year	8,737,000	8,920,000	7,202,000	7,360,000
Additions	7,962	13,850	7,807	13,393
Change in fair value of investment properties	39,038	(196,850)	23,193	(171,393)
End of financial period/year	**8,784,000**	**8,737,000**	**7,233,000**	**7,202,000**

5.5 Investment Properties (continued)

The Group's investment properties are measured at fair value based on valuations performed by independent professional valuers at least once a year, or more frequently if required. Under the Monetary Authority of Singapore's Property Funds Guideline, a valuer should not value the same property for more than two consecutive financial years. Accordingly, there was a change of valuers during this financial period.

As at 30 September 2021, the carrying amounts of the investment properties were based on independent valuations conducted by CBRE Pte. Ltd. ("CBRE") for VivoCity and Jones Lang LaSalle Property Consultants Pte Ltd for MBC I and II, mTower, Mapletree Anson and MLHF, whereas as at 31 March 2021, the valuations were conducted by Savills Valuation and Professional Services (S) Pte. Ltd. for VivoCity and CBRE for MBC I and II, mTower, Mapletree Anson and MLHF.

SFRS(I) 13 *Fair Value Measurement* establishes a fair value hierarchy that categorises the fair values into three levels based on the inputs used in the valuation techniques when measuring the fair value of assets and liabilities.

- Level 1 quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 inputs for the asset that are not based on observable market data (unobservable inputs).

The fair value of the Group's investment properties is classified within Level 3 of the fair value measurement hierarchy. The following table presents the valuation techniques and key unobservable inputs that were used:

Valuation techniques	Key unobservable inputs[1]	Range of unobservable inputs
Income capitalisation	Capitalisation rate	3.35% - 4.85% (31 March 2021: 3.50% - 4.85%)
Discounted cash flow	Discount rate	6.50% - 7.25% (31 March 2021: 6.50% - 7.25%)
Direct comparison	Adjusted price per square feet	Not applicable[2] (31 March 2021: S$2,564)

[1] An increase in the capitalisation rate or discount rate would result in a decrease in fair value of the investment properties, while an increase in the adjusted price per square feet would result in an increase in the fair value of the investment properties.

[2] In the current financial period, the direct comparison approach was not considered as one of its valuation techniques by the independent valuer. The change in valuation techniques has not resulted in a material impact on the valuation of the investment property.

The Manager is of the view that the valuation methods and estimates adopted and considered by the professional valuers are reflective of the current market conditions.

The independent valuers have highlighted that with the heightened uncertainty resulting from the COVID-19 outbreak, a higher degree of caution should be exercised when relying upon their valuation. The valuations are based on the information available as at the date of valuation. Values and incomes may change more rapidly and significantly than during normal market conditions.

5.6 Borrowings and Loans from a Subsidiary

	Group		MCT	
	30 Sep 2021 (S$'000)	31 Mar 2021 (S$'000)	30 Sep 2021 (S$'000)	31 Mar 2021 (S$'000)
Borrowings				
Current				
Bank loans (unsecured)	264,000	-	264,000	-
Medium term notes	-	70,000	-	-
Transaction costs to be amortised	(267)	(*)	(267)	-
	263,733	**70,000**	**263,733**	**-**
Non-current				
Bank loans (unsecured)	1,803,000	2,032,900	1,165,000	1,394,900
Medium term notes	935,801	935,714	-	-
Transaction costs to be amortised	(7,389)	(8,989)	(2,761)	(3,826)
	2,731,412	**2,959,625**	**1,162,239**	**1,391,074**
Loans from a subsidiary				
Current				
Loans from a subsidiary	-	-	-	70,000
Transaction costs to be amortised	-	-	-	(*)
	-	**-**	**-**	**70,000**
Non-current				
Loans from a subsidiary	-	-	935,801	935,714
Transaction cost to be amortised	-	-	(1,758)	(1,950)
	-	**-**	**934,043**	**933,764**
Total borrowings[1]	**2,995,145**	**3,029,625**	**2,360,015**	**2,394,838**

* Amount is less than S$1,000

[1] The total gross borrowings after taking into account the CCIRS of principal amount of S$100.0 million to hedge the JPY8.7 billion floating rate notes is S$2,997.0 million as at 30 September 2021 and S$3,032.9 million as at 31 March 2021.

(a) Ratios

	Group	
	30 Sep 2021 (S$'000)	31 Mar 2021 (S$'000)
Total gross borrowings	2,997,000	3,032,900
Total deposited property	8,904,730	8,950,584
Aggregate leverage	33.7%	33.9%
Interest coverage ("ICR")[1]	4.8 times	4.4 times
Adjusted ICR[2]	4.8 times	4.4 times

[1] Computed by dividing the trailing 12 months earnings before interest, tax, depreciation and amortisation (excluding effects of any fair value changes of derivatives and investment properties, and foreign exchange translation), by the trailing 12 months interest expense and borrowing-related fees.

[2] The Adjusted ICR is the same as the ICR as there are no hybrid securities issued by the Group.

5.6 Borrowings and Loans from a Subsidiary (continued)

(b) Undrawn Committed Borrowing Facilities

	Group and MCT	
	30 Sep 2021 (S$'000)	**31 Mar 2021 (S$'000)**
Expiring beyond one year	342,000	426,100

5.7 Units in Issue

	Group and MCT	
	1H FY21/22 '000	**1H FY20/21 '000**
Units at beginning of financial period	3,316,204	3,307,510
Units issued as settlement of Manager's management fees	5,064[1]	6,426[2]
Units at end of financial period[3]	**3,321,268**	**3,313,936**

[1] On 10 May 2021 and 5 August 2021, new units were issued at an issue price of S$2.1007 and S$2.1473 per unit respectively as part payment of Manager's base fees for the period from 1 January 2021 to 30 June 2021 and Manager's performance fees for FY20/21.

[2] On 6 May 2020 and 5 August 2020, new units were issued at an issue price of S$1.7686 and S$1.9919 per unit respectively as part payment of Manager's base fees for the period from 1 January 2020 to 30 June 2020 and Manager's performance fees for FY19/20.

[3] There were no convertibles, treasury units and units held by its subsidiaries as at 30 September 2021 and 30 September 2020.

5.8 Net Asset Value ("NAV") and Net Tangible Asset ("NTA") Per Unit

	Group		MCT	
	30 Sep 2021	**31 Mar 2021**	**30 Sep 2021**	**31 Mar 2021**
Number of units in issue at end of financial period/year	3,321,267,783	3,316,204,049	3,321,267,783	3,316,204,049
NAV and NTA per unit[1] (S$)	1.72	1.72	1.73	1.73

[1] NAV and NTA per unit are the same as there is no intangible asset as at 30 September 2021 and 31 March 2021.

5.9 Fair Value Measurement

(a) Derivative financial instruments

The following table presents derivative financial instruments measured at fair value and classified by level of the fair value measurement hierarchy:

	Group		MCT	
	30 Sep 2021 (S$'000)	31 Mar 2021 (S$'000)	30 Sep 2021 (S$'000)	31 Mar 2021 (S$'000)
Level 2				
Assets				
Derivative financial instruments				
- IRS	2,232	2,071	8,168	9,621
- CCIRS	4,920	4,696	4,920	4,696
	7,152	**6,767**	**13,088**	**14,317**
Liabilities				
Derivative financial instruments				
- IRS	(13,957)	(19,963)	(15,904)	(22,021)
	(13,957)	**(19,963)**	**(15,904)**	**(22,021)**

The fair value of the derivative financial instruments not traded in an active market is determined by using valuation techniques base on market conditions existing at each of the balance sheet date. The fair value of IRS are calculated as the present value of the estimated future cash flows. The fair value of the CCIRS is determined using quoted currency rates as at the balance sheet date.

(b) Other financial assets and liabilities

The carrying values of trade and other receivables, other current assets, trade and other payables, current borrowings and non-current borrowings, which are at variable market rates, approximate their fair values.

The carrying amount and fair value of the fixed rate non-current borrowings are as follow:

	Carrying amount		Fair value	
	30 Sep 2021 (S$'000)	31 Mar 2021 (S$'000)	30 Sep 2021 (S$'000)	31 Mar 2021 (S$'000)
Group				
Medium term notes (non-current)	830,000	830,000	875,594	871,640
MCT				
Loans from a subsidiary (non-current)	830,000	830,000	875,594	871,640

5.10 Significant Related Party Transactions

The following significant related party transactions took place at terms agreed between the parties:

	Group	
	1H FY21/22 (S$'000)	1H FY20/21 (S$'000)
Manager's management fees paid/payable to the Manager	18,719	18,239
Trustee's fees	520	531
Property management fees paid/payable to the property manager	9,868	8,882
Staff costs paid/payable to the Property Manager	5,721	4,098
Rental and other related income received/receivable from related parties	6,453	9,817
Finance income received/receivable from a related company of the Manager	-	4
Other products and service fees paid/payable to related parties	1,322	1,336
Interest expenses, financing fees and fees related to the issue of units paid/payable to a related party	7,729	8,604

5.11 Segment Reporting

The Manager monitors and assess the performance of the individual property within the Group's portfolio. This forms the basis of identifying the operating segments of the Group.

The segment information by the reportable segments for the reporting period and comparative period are as follow:

(a) Segment Revenue and Results

For the financial period ended 30 September 2021

	VivoCity (S$'000)	MBC (S$'000)	mTower (S$'000)	Mapletree Anson (S$'000)	MLHF (S$'000)	Total (S$'000)
Gross revenue	83,124	107,471	25,879	17,214	10,034	243,722
Property operating expenses	(22,666)	(20,087)	(5,838)	(3,407)	(1,869)	(53,867)
Segment net property income	**60,458**	**87,384**	**20,041**	**13,807**	**8,165**	**189,855**
Finance income						147
Finance expenses						(36,790)
Manager's management fees						(18,719)
Trustee's fees						(520)
Other trust expenses						(658)
Foreign exchange loss						(87)
Net change in fair value of financial derivative						224
Profit before tax and fair value change in investment properties						**133,452**
Net change in fair value of investment properties	(8,306)	41,673	4,565	2,932	1,021	41,885
Profit for the financial period before tax						**175,337**
Income tax expense						(3)
Profit for the financial period after tax before distribution						**175,334**

5.11 Segment Reporting (continued)

(a) Segment Revenue and Results (continued)

For the financial period ended 30 September 2020

	VivoCity (S$'000)	MBC (S$'000)	mTower (S$'000)	Mapletree Anson (S$'000)	MLHF (S$'000)	Total (S$'000)
Gross revenue	64,829	105,795	21,220	16,966	9,861	218,671
Property operating expenses	(17,437)	(19,028)	(5,634)	(3,260)	(1,853)	(47,212)
Segment net property income	**47,392**	**86,767**	**15,586**	**13,706**	**8,008**	**171,459**
Finance income						539
Finance expenses						(40,272)
Manager's management fees						(18,239)
Trustee's fees						(531)
Other trust expenses						(636)
Foreign exchange gain						1,523
Net change in fair value of financial derivative						(1,968)
Profit before tax and fair value change in investment properties						**111,875**
Net change in fair value of investment properties	(117,059)	(31,992)	(30,547)	(15,133)	(9,148)	(203,879)
Loss for the financial period before tax						**(92,004)**
Income tax expense						(*)
Loss for the financial period after tax before distribution						**(92,004)**

(b) Segment Assets and Liabilities

	VivoCity (S$'000)	MBC (S$'000)	mTower (S$'000)	Mapletree Anson (S$'000)	MLHF (S$'000)	Total (S$'000)
As at 30 September 2021						
Segment assets						
- Investment properties	3,146,000	3,800,000	748,000	750,000	340,000	8,784,000
- Plant and equipment	104	93	20	6	3	226
- Trade receivables	1,574	1,077	438	88	43	3,220
	3,147,678	3,801,170	748,458	750,094	340,046	8,787,446
Unallocated assets						117,284
Total assets						**8,904,730**
Segment liabilities	47,308	17,982	9,217	6,068	530	81,105
Unallocated liabilities						3,098,891
Total liabilities						**3,179,996**
As at 31 March 2021						
Segment assets						
- Investment properties	3,148,000	3,761,000	742,000	747,000	339,000	8,737,000
- Plant and equipment	133	98	22	10	3	266
- Trade receivables	4,623	2,089	616	81	47	7,456
	3,152,756	3,763,187	742,638	747,091	339,050	8,744,722
Unallocated assets						205,862
Total assets						**8,950,584**
Segment liabilities	48,728	28,142	10,728	7,046	588	95,232
Unallocated liabilities						3,146,384
Total liabilities						**3,241,616**

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OTHER INFORMATION

6. Review of the Condensed Interim Financial Statements

The Statements of Financial Position of MCT and the Group as at 30 September 2021 and the related Consolidated Statement of Profit or Loss, Distribution Statement, Consolidated Statement of Comprehensive Income, Statements of Movements in Unitholders' Funds of MCT and the Group and the Consolidated Statement of Cash Flows for the six-month period then ended and the explanatory notes have not been audited or reviewed by the Group's auditors.

7. Review of the Performance

1H FY21/22 versus 1H FY20/21

Gross revenue was 11.5% higher at S$243.7 million for 1H FY21/22 compared to 1H FY20/21. This was due to higher contribution across all properties. Excluding rental rebate, gross revenue was 0.8% higher at S$261.3 million, mainly due to compensation sum received from pre-termination of leases, offset by lower rental income.

Revenue for VivoCity was S$18.3 million higher than 1H FY20/21 mainly due to lower rental rebates granted to eligible tenants, the effects of step-up rents in existing leases, higher turnover rent, partly offset by lower rental income from restructured leases and longer downtime.

Revenue for mTower was S$4.7 million higher than 1H FY20/21 mainly due to compensation sum received from pre-termination of leases, lower rental rebates granted to eligible retail tenants at ARC and the effect of step-up rents in existing leases, partly offset by lower rental income from longer downtime and negative rental reversion.

Revenue for MBC was S$1.7 million higher than 1H FY20/21 mainly due to compensation sum received from pre-termination of leases, the effects of step-up rents in existing leases, lower rental rebates granted, positive rental reversion and higher carpark income, partly offset by lower rental income from lower occupancy.

Revenue for Mapletree Anson was S$0.2 million higher than 1H FY20/21 mainly due to lower rental rebates granted and the effects of step-up rents in existing leases, offset by lower rental income from lower occupancy.

Revenue for MLHF was S$0.2 million higher than 1H FY20/21 mainly due to the effects of step-up rent in existing leases.

Property operating expenses were 14.1% higher at S$53.9 million compared to 1H FY20/21 mainly due to higher marketing and promotion expenses, property management fees, staff costs and property taxes, partly offset by lower provision for doubtful debts. The higher property taxes were mainly due to revised annual values assessed and property tax rebates received from the Government in 1H FY20/21. The corresponding property tax rebates were granted to eligible tenants in 4Q FY19/20.

Accordingly, net property income increased by 10.7% to S$189.9 million for 1H FY21/22.

Finance expenses were 8.6% lower at S$36.8 million for 1H FY21/22 compared to 1H FY20/21 mainly due to lower outstanding borrowings, lower interest rates on floating rate borrowings and lower interest rates from refinancing of fixed rate notes.

The unrealised foreign exchange (loss)/gain arose from the translation of the JPY MTN into MCTTC's functional currency in Singapore dollar and the net change in fair value of financial derivative relates to the revaluation of CCIRS entered into to hedge against any foreign exchange

exposure on the principal and interest payments. The unrealised foreign exchange (loss)/gain and net change in fair value of financial derivative have no impact on the distribution to Unitholders.

As a result of the above, profit before tax and fair value change in investment properties of S$133.5 million for 1H FY21/22 was 19.3% higher compared to 1H FY20/21.

Income available for distribution for 1H FY21/22 was S$146.5 million, after taking into account non-tax deductible items and other adjustments. This was 18.7% higher compared to S$123.4 million for 1H FY20/21. With the S$15.0 million of retained cash released in 1H FY20/21, the amount available for distribution for 1H FY21/22 was 5.8% higher year-on-year.

8. Variance between Actual and Forecast Results

MCT has not disclosed any forecast to the market.

9. Commentary on the competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting and the next 12 months

Based on the Ministry of Trade and Industry's ("MTI") advanced GDP estimates, the Singapore economy grew by 6.5% on a year-on-year basis in the third quarter of 2021, moderating from the 15.2% growth recorded in the previous quarter. On a quarter-on-quarter seasonally adjusted annualised basis, the economy expanded by 0.8% in the third quarter of 2021, a reversal from the 1.4% contraction in the preceding quarter.

According to CBRE, recovery momentum for the retail market continued to be stalled by re-tightening measures throughout the quarter. There was recurring pressure on the submarkets that were affected by work-from-home measures and weak travel demand. Prime Rents in Orchard Road declined by 1.0% quarter-on-quarter to S$34.20 per square foot per month in Q3 2021. Prime rents in the Suburban market continued to be healthier and increased by 0.5% quarter-on-quarter in Q3 2021 at S$29.95 per square foot per month. Rents are likely to remain soft for the rest of 2021 with protracted tight measures and slow return of visitor arrivals. With the progressive easing of border restrictions in 2022 and higher vaccination rates, the retail market is poised to benefit with the improvement in economic activity and consumer sentiment, barring any unforeseen setbacks.

In the office market, re-tightening measures throughout the quarter had led to work-from-home as the default working arrangement. As the pandemic evolves into an endemic, this paved the way for firms to adopt a hybrid-working model while assessing their space requirements. This may eventually result in space being returned to the market. Nonetheless, CBRE noted that technology and non-banking financial services firms have continued to spur leasing activities on the back of tight vacancy particularly within the Grade A (Core CBD) market. Grade A (Core CBD) rents expanded by 1.4% quarter-on-quarter to S$10.65 per square foot per month in Q3 2021 while Grade B (Core CBD) rents maintained at S$7.75 per square foot per month for the same period. Underpinned by tight vacancy, the outlook for the office market looks positive. Coupled with the limited number of options over the next three years and growth in demand from the technology sector, CBRE expects further rental improvement in the mid-term.

In the business park market, consolidation and downsizing efforts were observed as firms also started to adopt the hybrid-working model. However, the technology, pharmaceutical, e-commerce and gaming industries were actively seeking space in the business park market. On the back of stronger demand and prevailing tight vacancy in the City Fringe submarket, City Fringe rents rose 0.9% quarter-on-quarter to S$5.85 per square foot per month in Q3 2021 while rents in the Rest of Island submarket remained at S$3.65 per square foot per month for the same period. Going forward, most of the supply pipeline is concentrated within the Rest of Island submarket. This could potentially exert more downward pressure on rents in this submarket. On the flip side, the limited availability of

options within the City Fringe submarket, coupled with the strong demand for space, are likely to drive rental expectations upwards in this submarket.

Notwithstanding the updated requirements for safe management measures at workplaces and crowd controls announced by the Government, as well as the high vaccination rate achieved by Singapore, there are continued uncertainties posed by COVID-19. These include economic uncertainties, continued border closures, work-from-home directives and social distancing measures, as well as lower prospective demand for commercial space. Potential challenges could also arise when the COVID-19 impact hits in full force after the end of Government support.

MCT's focus remains to maintain a healthy portfolio occupancy and sustainable rental income. As Singapore makes further progress in inoculating the population and transits to an endemic new normal, we will continue to monitor the situation carefully and work closely with tenants and stakeholders. We remain proactive and nimble in implementing suitable measures to mitigate further impact and in supporting the authorities' transition efforts, while keeping in mind long-term value creation to our properties.

Anchored by a well-diversified portfolio with key best-in-class assets, MCT is expected to derive stable cashflows from high quality tenants. MCT's overall resilience will keep the vehicle well-placed to ride through the current challenges.

Sources:
The Singapore Ministry of Trade and Industry Press Release, 14 October 2021
CBRE MarketView Singapore Q3 2021

MAPLETREE COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS AND DISTRIBUTION ANNOUNCEMENT FOR THE FIRST HALF FINANCIAL PERIOD FROM 1 APRIL 2021 TO 30 SEPTEMBER 2021

10. Distributions

(a) Current financial period

Any distributions declared for the current financial period? Yes

Name of distribution: 39th distribution for the period from 1 April 2021 to 30 September 2021

Distribution type: Income / Tax-Exempt / Capital

Distribution rate: Taxable Income – 3.99 cents per unit
Tax-Exempt Income – 0.32 cent per unit
Capital – 0.08 cent per unit

Par value of units: Not meaningful

Tax rate: Taxable Income Distribution

Qualifying investors and individuals (other than those who hold their units through a partnership) will generally receive pre-tax distributions. These distributions are exempt from tax in the hands of individuals unless such distributions are derived through a Singapore partnership or from the carrying on of a trade, business or profession. Such individual unitholders, i.e. to whom the exemption will not apply, must declare the distribution received as income in their tax returns. Qualifying investors, unless they are exempt from tax because of their own circumstances, will have to pay income tax subsequently on such distributions at their own applicable tax rates.

Qualifying foreign non-individual investors and qualifying non-resident funds will receive their distributions after deduction of tax at the rate of 10%.

All other investors will receive their distributions after deduction of tax at the rate of 17%.

Tax-Exempt Income Distribution

Tax-Exempt Income Distribution is exempt from tax in the hands of all Unitholders.

Capital Distribution

Capital Distribution represents a return of capital to Unitholders for Singapore income tax purposes and is therefore not subject to income tax. For Unitholders who are liable to Singapore income tax on profits from sale of MCT Units, the amount of Capital Distribution will be applied to reduce the cost base of their MCT Units for Singapore income tax purposes.

MAPLETREE COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS AND DISTRIBUTION ANNOUNCEMENT FOR THE FIRST HALF FINANCIAL PERIOD FROM 1 APRIL 2021 TO 30 SEPTEMBER 2021

10. Distributions (continued)

(b) Corresponding period of the preceding financial period

Any distributions declared for the corresponding period of the immediate preceding financial period? Yes

Name of distribution: 37th distribution for the period from 1 April 2020 to 30 September 2020

Distribution type: Income / Capital

Distribution rate: Taxable Income – 3.62 cents per unit
Capital – 0.55 cent per unit

Par value of units: Not meaningful

Tax rate: Taxable Income Distribution

Qualifying investors and individuals (other than those who hold their units through a partnership) will generally receive pre-tax distributions. These distributions are exempt from tax in the hands of individuals unless such distributions are derived through a Singapore partnership or from the carrying on of a trade, business or profession. Such individual unitholders, i.e. to whom the exemption will not apply, must declare the distribution received as income in their tax returns. Qualifying investors, unless they are exempt from tax because of their own circumstances, will have to pay income tax subsequently on such distributions at their own applicable tax rates.

Qualifying foreign non-individual investors and qualifying non-resident funds will receive their distributions after deduction of tax at the rate of 10%.

All other investors will receive their distributions after deduction of tax at the rate of 17%.

Capital Distribution

Capital Distribution represents a return of capital to Unitholders for Singapore income tax purposes and is therefore not subject to income tax. For Unitholders who are liable to Singapore income tax on profits from sale of MCT Units, the amount of Capital Distribution will be applied to reduce the cost base of their MCT Units for Singapore income tax purposes.

(c) Record date: The Transfer Books and Register of Unitholders of MCT will be closed at 5.00 p.m. on Friday, 5 November 2021 for the purposes of determining each Unitholder's entitlement to MCT's distribution.

The ex-distribution date will be on Wednesday, 3 November 2021.

(d) Date Payable: Tuesday, 30 November 2021

11. If no distribution has been declared/(recommended), a statement to that effect.

Not applicable.

12. General Mandate relating to Interested Person Transactions

MCT has not obtained a general mandate from Unitholders for Interested Person Transactions.

13. Confirmation pursuant to Rule 720(1) of the Listing Manual

The Manager confirms that it has procured undertakings from all its directors and executive officers, in the format set out in Appendix 7.7 under the Rule 720(1) of the Listing Manual.

14. Confirmation pursuant to Rule 705(5) of the Listing Manual

The Board of Directors of the Manager has confirmed that, to the best of their knowledge, nothing has come to their attention which may render these interim financial results to be false or misleading in any material aspect.

This release 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. 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 costs), governmental and public policy changes and the continued availability of financing in the amounts and the terms necessary to support future business. You are cautioned not to place undue reliance on these forward-looking statements, which are based on current view of management of future events.

By Order of the Board
Wan Kwong Weng
Joint Company Secretary
Mapletree Commercial Trust Management Ltd.
(Company Registration No.200708826C)
As Manager of Mapletree Commercial Trust

27 October 2021

SCHEDULE F

MCT FY21/22 UNAUDITED FINANCIAL STATEMENTS

(Constituted in the Republic of Singapore pursuant to a Trust Deed dated 25 August 2005 (as amended))

MAPLETREE COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS AND DISTRIBUTION ANNOUNCEMENT FOR THE SECOND HALF AND FINANCIAL YEAR ENDED 31 MARCH 2022

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MAPLETREE COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS AND DISTRIBUTION ANNOUNCEMENT FOR THE SECOND HALF AND FINANCIAL YEAR ENDED 31 MARCH 2022

INTRODUCTION

Mapletree Commercial Trust ("MCT") is a Singapore-focused real estate investment trust ("REIT") established with the principal investment objective of investing on a long-term basis, directly or indirectly, in a diversified portfolio of income-producing real estate used primarily for office and/or retail purposes, whether wholly or partially, in Singapore, as well as real estate-related assets.

MCT's current portfolio comprises five properties located in Singapore – four located in the Greater Southern Waterfront (HarbourFront and Alexandra Precincts) and one in the Central Business District ("CBD"), namely:

(a) VivoCity, Singapore's largest mall located in the HarbourFront Precinct;

(b) Mapletree Business City ("MBC"), comprising Mapletree Business City I ("MBC I") and Mapletree Business City II ("MBC II"), a large-scale integrated office, business park and retail complex with Grade A building specifications supported by ancillary retail space, located in the Alexandra Precinct;

(c) mTower, an established integrated development with a 40-storey office block and a three-storey retail centre known as the Alexandra Retail Centre ("ARC"), located in the Alexandra Precinct;

(d) Mapletree Anson, a 19-storey premium office building located in Singapore's CBD; and

(e) Bank of America Merrill Lynch HarbourFront ("MLHF"), a six-storey premium office building located in the HarbourFront Precinct.

MCT's distribution policy is to distribute at least 90.0% of its taxable income comprising substantially its income from the letting of its properties and related property services income, interest income from the placement of periodic cash surpluses in bank deposits and after deducting allowable expenses and allowances, as well as its tax-exempt income (if any). With effect from 1 April 2020, the distribution is paid out on a half-yearly basis.

On 31 December 2021, 28 January 2022 and 21 March 2022, Mapletree Commercial Trust Management Ltd., the manager of MCT (the "Manager") and the manager of Mapletree North Asia Commercial Trust ("MNACT") jointly announced the proposed merger of MCT and MNACT ("Proposed Merger") to be effected through the acquisition by MCT of all the issued and paid-up units of MNACT by way of a trust scheme of arrangement ("Trust Scheme") in accordance with the Singapore Code on Take-overs and Mergers. The Proposed Merger is subjected to the approvals of (i) MCT Unitholders and MNACT Unitholders; and (ii) certain regulatory authorities which are scheduled after the balance sheet date.

On 21 March 2022, the Manager announced to undertake a pro-rata non-renounceable preferential offering ("Proposed Preferential Offering") of up to S$2.2 billion at an issue price of S$2.0039 per unit to fund the additional cash requirement of the cash-only consideration of the Proposed Merger. Mapletree Investment Pte Ltd, the sponsor of MCT has provided an undertaking to subscribe for the Proposed Preferential Offering for an amount of up to S$2.2 billion and to a voluntary six-month lock-up of its entire unitholdings in the merged entity.

MAPLETREE COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS AND DISTRIBUTION ANNOUNCEMENT FOR THE SECOND HALF AND FINANCIAL YEAR ENDED 31 MARCH 2022

SUMMARY RESULTS OF MAPLETREE COMMERCIAL TRUST GROUP

	2H FY21/22 (S$'000)	2H FY20/21 (S$'000)	Variance %
Gross revenue	255,753	260,326[1]	(1.8)
Property operating expenses	(56,927)	(54,775)[1]	(3.9)
Net property income	198,826	205,551	(3.3)
Income available for distribution	154,773	163,298	(5.2)
Amount available for distribution[2]	170,526	176,298	(3.3)
Distribution per unit (cents)[2]	5.14	5.32	(3.4)

	FY21/22 (S$'000)	FY20/21 (S$'000)	Variance %
Gross revenue	499,475	478,997[1]	4.3
Property operating expenses	(110,794)	(101,987)[1]	(8.6)
Net property income	388,681	377,010	3.1
Income available for distribution	301,229	286,720	5.1
Amount available for distribution[2]	316,982	314,720	0.7
Distribution per unit (cents)[2]	9.53	9.49	0.4

Footnotes:

[1] Higher COVID-19 one-offs were recorded in 2H FY20/21 and FY20/21. These mostly relate to the property tax rebate and government grant from the Job Support Scheme received from the government, and includes the 15% property tax rebate received in FY20/21 but the corresponding disbursement was made to eligible tenants in advance in FY19/20.

[2] In view of the COVID-19 uncertainty, MCT made capital allowance claims and retained capital distribution totalling S$43.7 million in 4Q FY19/20. S$15.0 million and S$13.0 million of the retained cash was released as distribution to Unitholders in 1H FY20/21 and 2H FY20/21 respectively. Total retained cash released for FY20/21 amounted to S$28.0 million. The balance of S$15.7 million will be released and included in the 2H FY21/22 distribution to Unitholders.

DISTRIBUTION DETAILS

Distribution period	1 October 2021 to 31 March 2022
Distribution rate / type	Taxable income distribution of 4.61 cents per unit Capital distribution of 0.53 cent per unit
Trade ex-date	27 April 2022, 9.00 a.m.
Record date	28 April 2022, 5.00 p.m.
Payment date	3 June 2022

MAPLETREE COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS AND DISTRIBUTION ANNOUNCEMENT FOR THE SECOND HALF AND FINANCIAL YEAR ENDED 31 MARCH 2022

CONDENSED INTERIM FINANCIAL STATEMENTS

1(a) Consolidated Statement of Profit or Loss and Distribution Statement

Consolidated Statement of Profit or Loss	2H FY21/22 (S$'000)	2H FY20/21 (S$'000)	Variance %	FY21/22 (S$'000)	FY20/21 (S$'000)	Variance %
Gross revenue	255,753	260,326	(1.8)	499,475	478,997	4.3
Property operating expenses[1]	(56,927)	(54,775)	(3.9)	(110,794)	(101,987)	(8.6)
Net property income	**198,826**	**205,551**	**(3.3)**	**388,681**	**377,010**	**3.1**
Finance income	137	215	(36.3)	284	754	(62.3)
Finance expenses	(35,785)	(36,576)	2.2	(72,575)	(76,848)	5.6
Manager's management fees						
- Base fees	(11,093)	(11,077)	(0.1)	(22,218)	(22,458)	1.1
- Performance fees	(7,953)	(8,222)	3.3	(15,547)	(15,080)	(3.1)
Trustee's fees	(519)	(518)	(0.2)	(1,039)	(1,049)	1.0
Other trust expenses	(730)	(517)	(41.2)	(1,388)	(1,153)	(20.4)
Foreign exchange gain[2]	9,013	7,116	26.7	8,926	8,639	3.3
Net change in fair value of financial derivative[3]	(8,614)	(6,818)	(26.3)	(8,390)	(8,786)	4.5
Profit before tax and fair value change in investment properties	**143,282**	**149,154**	**(3.9)**	**276,734**	**261,029**	**6.0**
Net change in fair value of investment properties[4]	28,405	11,459	N.M.	70,290	(192,420)	N.M.
Profit for the financial period/year before tax	**171,687**	**160,613**	**6.9**	**347,024**	**68,609**	**N.M.**
Income tax expense[5]	(2)	(3)	33.3	(5)	(3)	(66.7)
Profit for the financial period/year after tax before distribution	**171,685**	**160,610**	**6.9**	**347,019**	**68,606**	**N.M.**
Earnings per unit (cents)						
- Basic	**5.17**	**4.84**	**6.8**	**10.45**	**2.07**	**N.M.**
- Diluted	**5.17**	**4.84**	**6.8**	**10.45**	**2.07**	**N.M.**

N.M.: Not meaningful

MAPLETREE COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS AND DISTRIBUTION ANNOUNCEMENT FOR THE SECOND HALF AND FINANCIAL YEAR ENDED 31 MARCH 2022

1(a) Consolidated Statement of Profit or Loss and Distribution Statement (continued)

Distribution Statement	2H FY21/22 (S$'000)	2H FY20/21 (S$'000)	Variance %	FY21/22 (S$'000)	FY20/21 (S$'000)	Variance %
Profit for the financial period/year after tax before distribution	**171,685**	**160,610**	**6.9**	**347,019**	**68,606**	**N.M.**
Adjustments:						
- Unrealised foreign exchange gain	(9,013)	(7,116)	(26.7)	(8,926)	(8,639)	(3.3)
- Net change in fair value of financial derivative	8,614	6,818	26.3	8,390	8,786	(4.5)
- Net change in fair value of investment properties	(28,405)	(11,459)	N.M.	(70,290)	192,420	N.M.
- Net effect of other non-tax deductible items and other adjustments[6]	11,892	14,445	(17.7)	25,036	25,547	(2.0)
Income available for distribution to Unitholders	**154,773**	**163,298**	**(5.2)**	**301,229**	**286,720**	**5.1**
Amount available for distribution to Unitholders	**170,526[7]**	**176,298[8]**	**(3.3)**	**316,982[7]**	**314,720[9]**	**0.7**
Comprising:						
- Taxable income	153,078	160,094	(4.4)	285,847[10]	280,224	2.0
- Capital distribution[12]	17,448[7]	16,204[8]	7.7	20,436[7]	34,496[9]	(40.8)
- Tax-exempt income	-	-	-	10,699[11]	-	N.M.
	170,526	**176,298**	**(3.3)**	**316,982**	**314,720**	**0.7**

N.M.: Not meaningful

Footnotes:

1. Included as part of the property operating expenses were the following:

	2H FY21/22 (S$'000)	2H FY20/21 (S$'000)	Variance %	FY21/22 (S$'000)	FY20/21 (S$'000)	Variance %
Depreciation	74	75	1.3	148	148	-
Impairment/(reversal of impairment) of trade receivables	202	(415)	N.M.	256	163	(57.1)

2. This relates to the Japanese Yen ("JPY") denominated medium term notes ("MTN") issued in March 2015. The foreign exchange gain is unrealised and arose from the translation of the JPY MTN into Mapletree Commercial Trust Treasury Company Pte. Ltd.'s ("MCTTC") functional currency in Singapore dollar. A cross currency interest rate swap ("CCIRS") has been entered into to hedge against any foreign exchange exposure on the principal and interest payments. The unrealised foreign exchange gain has no impact on the amount available for distribution to Unitholders.

1(a) Consolidated Statement of Profit or Loss and Distribution Statement (continued)

3. This relates to the revaluation of the CCIRS which was entered into to hedge against the foreign exchange risk exposure arising from JPY denominated MTN. The CCIRS is not designated for hedge accounting and any change in fair value of this derivative financial instrument has been taken to profit or loss. The change in the fair value of financial derivative has no impact on amount available for distribution to Unitholders.

4. This relates to the net change in investment properties values arising from independent valuations carried out as at 31 March 2022, 30 September 2021, 31 March 2021 and 30 September 2020. The valuation carried out as at 30 September 2021 and 30 September 2020 were due to the heightened uncertainty caused by the COVID-19 pandemic. The amount includes effects of recognising rental incentives on a straight-line basis over the lease terms.

	2H FY21/22 (S$'000)	2H FY20/21 (S$'000)	Variance %	FY21/22 (S$'000)	FY20/21 (S$'000)	Variance %
Change in fair value of investment properties	26,658	10,324	N.M.	65,696	(196,850)	N.M.
Effects of recognising rental incentives on a straight-line basis over the lease terms	1,747	1,135	53.9	4,594	4,430	3.7
Net change in fair value of investment properties recognised in profit or loss	**28,405**	**11,459**	**N.M.**	**70,290**	**(192,420)**	**N.M.**

N.M.: Not meaningful

5. This relates to the income tax expense of MCTTC and 80 Alexandra Pte. Ltd..

6. This consists of management fees paid/payable in units, trustee's fees, financing fees incurred on bank facilities, non-tax deductible/(chargeable) items, rollover income adjustments (see Footnote 10 below) and other adjustments.

7. This includes the release of remaining S$15.7 million of cash retained in 4Q FY19/20.

8. This includes the release of S$13.0 million of cash retained in 4Q FY19/20.

9. This includes the release of S$28.0 million of cash retained in 4Q FY19/20.

10. Taxable income distribution include an adjustment of S$10.7 million arising from the COVID-19 cash grants received by the Group in FY20/21, which was included as part of the taxable income distribution in FY20/21. The COVID-19 cash grants received from the Government are exempted from tax.

11. This relates to the COVID-19 cash grants received by the Group in FY20/21.

12. This includes rental income arising from fit-out period granted to tenants of MBC II prior to the acquisition of MBC II.

MAPLETREE COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS AND DISTRIBUTION ANNOUNCEMENT FOR THE SECOND HALF AND FINANCIAL YEAR ENDED 31 MARCH 2022

1(b) Consolidated Statement of Comprehensive Income

	2H FY21/22 (S$'000)	2H FY20/21 (S$'000)	Variance %	FY21/22 (S$'000)	FY20/21 (S$'000)	Variance %
Profit for the financial period/year after tax before distribution	**171,685**	**160,610**	**6.9**	**347,019**	**68,606**	**N.M.**
Other comprehensive income - items that may be reclassified subsequently to profit or loss:						
Cash flow hedges						
- Fair value gain/(loss)	31,387	9,300	N.M.	29,459	(8,949)	N.M.
- Reclassification to profit or loss	6,937	8,231	(15.7)	15,032	14,376	4.6
Total comprehensive income for the financial period/year	**210,009**	**178,141**	**17.9**	**391,510**	**74,033**	**N.M.**

N.M.: Not meaningful

MAPLETREE COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS AND DISTRIBUTION ANNOUNCEMENT FOR THE SECOND HALF AND FINANCIAL YEAR ENDED 31 MARCH 2022

2 Statements of Financial Position

	Group		MCT	
	31 Mar 2022 (S$'000)	31 Mar 2021 (S$'000)	31 Mar 2022 (S$'000)	31 Mar 2021 (S$'000)
ASSETS				
Current assets				
Cash and cash equivalents[1]	124,170	192,543	113,051	176,652
Trade and other receivables[2]	2,725	7,631	3,157	7,813
Tax recoverable[3]	5,849	5,849	-	-
Other assets	649	528	475	346
	133,393	**206,551**	**116,683**	**184,811**
Non-current assets				
Investment properties[4]	8,821,000	8,737,000	7,270,000	7,202,000
Plant and equipment	162	266	116	223
Investment in subsidiaries	-	-	910,964	910,964
Derivative financial instruments[5]	27,741	6,767	27,741	14,317
Other assets[6]	2,227	-	2,227	-
	8,851,130	**8,744,033**	**8,211,048**	**8,127,504**
Total assets	**8,984,523**	**8,950,584**	**8,327,731**	**8,312,315**
LIABILITIES				
Current liabilities				
Derivative financial instruments[5]	4,570	2,390	4,570	2,390
Trade and other payables[7]	102,919	114,047	87,046	97,192
Borrowings[8]	460,547	70,000	263,894	-
Loans from a subsidiary[9]	-	-	196,653	70,000
	568,036	**186,437**	**552,163**	**169,582**
Non-current liabilities				
Derivative financial instruments[5]	266	17,573	12,887	19,631
Other payables[7]	53,923	53,007	49,915	45,809
Borrowings[8]	2,543,787	2,959,625	1,179,815	1,391,074
Loans from a subsidiary[9]	-	-	728,522	933,764
Deferred tax liabilities[10]	24,974	24,974	-	-
	2,622,950	**3,055,179**	**1,971,139**	**2,390,278**
Total liabilities	**3,190,986**	**3,241,616**	**2,523,302**	**2,559,860**
NET ASSETS ATTRIBUTABLE TO UNITHOLDERS	**5,793,537**	**5,708,968**	**5,804,429**	**5,752,455**
Represented by:				
Unitholders' funds	**5,793,537**	**5,708,968**	**5,804,429**	**5,752,455**
UNITS IN ISSUE ('000)	**3,323,514**	**3,316,204**	**3,323,514**	**3,316,204**
NET ASSET VALUE PER UNIT (S$)	**1.74**	**1.72**	**1.75**	**1.73**

2 Statements of Financial Position (continued)

Footnotes:

1. The decrease in cash and cash equivalents is mainly due to the payment of 2H FY20/21 distribution to Unitholders and net repayment of borrowings, offset partially by net cash generated from operations.
2. The decrease in trade and other receivables is mainly due to decrease in trade receivables. Included in current year trade and other receivables is an allowance for expected credit losses of trade receivables amounting to S$80,000 (31 March 2021: S$80,000).
3. Tax recoverable refers mainly to the net income tax recoverable of Mapletree Business City LLP ("MBC LLP") prior to the acquisition by MCT.
4. Investment properties as at 31 March 2022 were accounted for at fair value based on the independent valuations carried out as at 31 March 2022. Key changes to the unobservable inputs affecting the valuations are set out in Paragraph 5.5.
5. Derivative financial instruments reflect the fair value of the interest rate swaps ("IRS") and CCIRS entered into by the Group to manage its interest rate risks and foreign currency risks.

   The change in fair value of derivative financial instruments were mainly due to fluctuation in the interest rate and currency.
6. Other assets (non-current) relate to prepayment of directly attributable transaction costs, namely legal and professional fees incurred in relation to the Proposed Merger.
7. The decrease in trade and other payables is mainly due to decrease in tenancy related deposits, rental received in advance and interest payable.

   Other payables (non-current) relate to tenancy related deposits.
8. Borrowings represent unsecured bank loans and MTN measured at amortised cost. The decrease in total borrowings is mainly due to the net repayment of S$18.9 million of borrowings during the year.

   Except for the JPY8.7 billion floating rate notes, all the borrowings are denominated in Singapore dollars. A CCIRS has been entered into to hedge the JPY8.7 billion floating rate notes into a principal amount of S$100.0 million on a floating rate basis.

   Notwithstanding the net current liabilities position, based on the Group's available financial resources, the Manager is of the opinion that the Group will be able to refinance its borrowings and meet its current obligations as and when they fall due. Specifically, the Group has sufficient credit facilities available to refinance the portion of the borrowings due within the next 12 months.
9. Loans from a subsidiary represent the unsecured borrowings from MCTTC on-lent to MCT. The unsecured borrowings from MCTTC were raised through the issuance of MTN under the MTN Programme. In April 2021, S$70.0 million of MTN were fully redeemed upon maturity.
10. Deferred tax liabilities refer to deferred tax provision of MBC LLP prior to the acquisition by MCT.

MAPLETREE COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS AND DISTRIBUTION ANNOUNCEMENT FOR THE SECOND HALF AND FINANCIAL YEAR ENDED 31 MARCH 2022

3 Consolidated Statement of Cash Flows

	2H FY21/22 (S$'000)	2H FY20/21 (S$'000)	FY21/22 (S$'000)	FY20/21 (S$'000)
Cash flows from operating activities				
Profit for the financial period/year after tax before distribution	171,685	160,610	347,019	68,606
Adjustments for:				
- Income tax expense	2	3	5	3
- Depreciation	74	75	148	148
- Impairment/(reversal of impairment) of trade receivables	202	(415)	256	163
- Unrealised foreign exchange gain	(9,013)	(7,116)	(8,926)	(8,639)
- Net change in fair value of investment properties	(28,405)	(11,459)	(70,290)	192,420
- Net change in fair value of financial derivative	8,614	6,818	8,390	8,786
- Finance income	(137)	(215)	(284)	(754)
- Finance expenses	35,785	36,576	72,575	76,848
- Manager's management fees paid/payable in units	7,810	7,944	15,497	15,402
	186,617	192,821	364,390	352,983
Change in working capital:				
- Trade and other receivables	593	7,925	4,595	(4,759)
- Other current assets	(352)	(216)	(121)	(2)
- Trade and other payables	6,609	10,704	(5,234)	11,215
Cash generated from operations	**193,467**	**211,234**	**363,630**	**359,437**
- Income tax paid	-	(4,002)	(5)	(4,002)
Net cash provided by operating activities	**193,467**	**207,232**	**363,625**	**355,435**
Cash flows from investing activities				
Additions to investment properties	(8,421)	(7,140)	(18,682)	(14,332)
Additions to plant and equipment	(10)	(12)	(44)	(85)
Finance income received	117	172	339	680
Prepayments of transaction costs directly attributable to the Proposed Merger	(453)	-	(453)	-
Net cash used in investing activities	**(8,767)**	**(6,980)**	**(18,840)**	**(13,737)**
Cash flows from financing activities				
Proceeds from borrowings	48,000	289,000	137,900	944,100
Repayments of borrowings	(31,000)	(255,000)	(86,800)	(754,400)
Redemption of notes	-	-	(70,000)	(160,000)
Payments of financing fees	(147)	(122)	(147)	(2,045)
Finance expenses paid	(35,285)	(35,816)	(71,885)	(74,378)
Payments of distribution to Unitholders	(145,804)	(138,191)	(322,226)	(168,289)
Net cash used in financing activities	**(164,236)**	**(140,129)**	**(413,158)**	**(215,012)**
Net increase/(decrease) in cash and cash equivalents	**20,464**	**60,123**	**(68,373)**	**126,686**
Cash and cash equivalents				
Beginning of financial period/year	103,706	132,420	192,543	65,857
End of financial period/year	**124,170**	**192,543**	**124,170**	**192,543**

MAPLETREE COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS AND DISTRIBUTION ANNOUNCEMENT FOR THE SECOND HALF AND FINANCIAL YEAR ENDED 31 MARCH 2022

4 Statements of Movements in Unitholders' Funds

	Group		MCT	
	FY21/22 (S$'000)	FY20/21 (S$'000)	FY21/22 (S$'000)	FY20/21 (S$'000)
OPERATIONS				
Balance at beginning of financial year	**1,767,720**	**1,867,403**	**1,805,715**	**1,880,524**
Profit/(Loss) for the financial period	175,334	(92,004)	160,726	(65,245)
Distributions to Unitholders	(176,422)	(30,098)	(176,422)	(30,098)
Balance as at 30 Sep	**1,766,632**	**1,745,301**	**1,790,019**	**1,785,181**
Profit for the financial period	171,685	160,610	171,811	158,725
Distributions to Unitholders	(145,804)	(138,191)	(145,804)	(138,191)
Balance at end of financial year	**1,792,513**	**1,767,720**	**1,816,026**	**1,805,715**
UNITHOLDERS' CONTRIBUTION				
Balance at beginning of financial year	**3,959,140**	**3,942,864**	**3,959,140**	**3,942,864**
Movement during the financial period				
- Manager's management fees paid in units	10,687	11,629	10,687	11,629
Balance as at 30 Sep	**3,969,827**	**3,954,493**	**3,969,827**	**3,954,493**
Movement during the financial period				
- Manager's management fees paid in units	4,598	4,647	4,598	4,647
Balance at end of financial year	**3,974,425**	**3,959,140**	**3,974,425**	**3,959,140**
HEDGING RESERVE				
Balance at beginning of financial year	**(17,892)**	**(23,319)**	**(12,400)**	**(18,642)**
Fair value loss	(1,928)	(18,249)	(1,157)	(9,648)
Reclassification to profit or loss	8,095	6,145	5,821	5,090
Balance as at 30 Sep	**(11,725)**	**(35,423)**	**(7,736)**	**(23,200)**
Fair value gain	31,387	9,300	16,996	4,672
Reclassification to profit or loss	6,937	8,231	4,718	6,128
Balance at end of financial year	**26,599**	**(17,892)**	**13,978**	**(12,400)**
Total Unitholders' funds at end of financial year	**5,793,537**	**5,708,968**	**5,804,429**	**5,752,455**

5 Notes to the Condensed Interim Financial Statements

5.1 Basis of Preparation

The condensed interim financial statements for the second half and financial year ended 31 March 2022 have been prepared in accordance with Singapore Financial Reporting Standards (International) ("SFRS(I)") 1-34 *Interim Financial Reporting* issued by the Accounting Standards Council Singapore. The condensed interim financial statements do not include all the information required for a complete set of financial statements. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in MCT's and the Group's financial positions and the Group's performance since the last interim financial statements for the period ended 30 September 2021.

The condensed interim financial statements are presented in Singapore Dollars ("S$"), which is MCT's functional currency and rounded to the nearest thousand, unless otherwise stated.

The accounting policies adopted and methods of computation applied are consistent with those used in the audited financial statements for the financial year ended 31 March 2021, except for the adoption of new and amended standards as set out in Paragraph 5.2.

In preparing the condensed interim financial statements, the Manager has exercised its judgement, and made estimates and assumptions in the process of applying the Group's accounting policies. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. Actual results may differ from these estimates.

The area involving a higher degree of judgement, where estimates and assumptions are significant to the condensed interim financial statements is disclosed in Paragraph 5.5 – Investment Properties.

5.2 New and Amended Standards Adopted by the MCT Group

The Group has adopted new or amended SFRS(I)s and Interpretations to SFRS(I)s ("INT SFRS(I)") that are mandatory for application from 1 April 2021. The adoption of these new or amended SFRS(I)s and INT SFRS(I)s did not result in substantial changes to the Group's accounting policies and had no material effect on the amounts reported for the current or prior financial period/year.

Interest Rate Benchmark Reform ("IBOR reform") – Phase 2

The Group has adopted the amendments to SFRS(I) 9 and SFRS(I) 7 Interest Rate Benchmark Reform – Phase 2 effective 1 April 2021. In accordance with the transition provisions, the amendments shall be applied retrospectively to hedging relationships and financial instruments. Comparative amounts have not been restated, and there was no impact on the current period/year opening reserves amounts on adoption.

Hedge relationships

The Phase 2 amendments address issues arising during IBOR reform, including specifying when hedge designations and documentation should be updated, and when amounts accumulated in cash flow hedge reserve should be recognised in profit or loss.

No changes were required to any of the amounts recognised in the current or prior period/year as a result of these amendments.

5.2 New and Amended Standards Adopted by the MCT Group (continued)

Interest Rate Benchmark Reform ("IBOR reform") – Phase 2 (continued)

Hedge relationships (continued)

In the current year, the Group and MCT have adopted the following hedge accounting reliefs provided by the 'Phase 2' amendments to existing cash flow hedges (notional amount of S$650.0 million and S$150.0 million respectively) that have transitioned to alternative benchmark rates required by IBOR reform:

- **Hedge designation:** When the 'Phase 1' amendments cease to apply, the Group will amend its hedge designation to reflect changes which are required by IBOR reform. These amendments to the hedge documentation do not require the Group to discontinue its hedge relationships.

- **Amounts accumulated in the cash flow hedge reserve:** When the interest rate benchmark on which the hedged future cash flows were based is changed as required by IBOR reform, the accumulated amount outstanding in the cash flow hedge reserve is deemed to be based on the alternative benchmark rate.

Financial instruments measured at amortised cost

Phase 2 of the amendments requires that, for financial instruments measured using amortised cost, changes to the basis for determining the contractual cash flows required by IBOR reform are reflected by adjusting their effective interest rate. No immediate gain or loss is recognised.

These expedients are only applicable to changes that are required by IBOR reform, which is the case if, and only if, the change is necessary as a direct consequence of IBOR reform and the new basis for determining the contractual cash flows is economically equivalent to the previous basis immediately preceding the change.

For the financial year ended 31 March 2022, the Group and MCT have applied the practical expedients provided under Phase 2 of the amendments to the total gross borrowing of S$1,563.0 million and S$925.0 million respectively.

5.3 Gross Revenue

	Group			
	2H FY21/22 (S$'000)	**2H FY20/21 (S$'000)**	**FY21/22 (S$'000)**	**FY20/21 (S$'000)**
Gross rental income	241,659	248,429	465,749	457,095
Car parking income	5,425	5,045	9,750	8,316
Other operating income	8,669	6,852	23,976	13,586
	255,753	**260,326**	**499,475**	**478,997**

Government grant income of S$48,000 for FY21/22 (2H FY20/21: S$10,202,000 and FY20/21: S$38,314,000) and the government grant expenses of S$48,000 for FY21/22 (2H FY20/21: S$8,898,000 and FY20/21: S$33,967,000) were recorded in the Group's profit and loss. There is no government grant income and government grant expenses recorded in 2H FY21/22.

5.3 Gross Revenue (continued)

The government grant income relates to cash grant and property tax rebates received from the Singapore Government as part of the COVID-19 relief measures. The corresponding disbursement to eligible tenants are recorded as government grant expenses. The Group has fully passed through all government grant, as mandated by the Government, in the form of rental rebates and rental waiver to eligible tenants.

The increase in other operating income is mainly due to compensation sum received from pre-termination of leases.

5.4 Earnings Per Unit ("EPU") and Distribution Per Unit ("DPU")

	Group			
	2H FY21/22	**2H FY20/21**	**FY21/22**	**FY20/21**
Weighted average number of units ('000)	3,322,434	3,315,197	3,321,054	3,313,654
EPU[1] (cents) – basic and diluted[2]	5.17	4.84	10.45	2.07
Number of units in issue at end of financial period/year ('000)	3,323,514	3,316,204	3,323,514	3,316,204
DPU (cents)	5.14	5.32	9.53	9.49

[1] In computing the EPU, profit after tax for the financial period/year and the weighted average number of units at the end of the financial period/year are used.

[2] Diluted EPU is the same as the basic EPU as there are no dilutive instruments in issue during the financial period/year.

5.5 Investment Properties

	Group		MCT	
	31 Mar 2022 (S$'000)	**31 Mar 2021 (S$'000)**	**31 Mar 2022 (S$'000)**	**31 Mar 2021 (S$'000)**
Completed investment properties				
Beginning of financial year	8,737,000	8,920,000	7,202,000	7,360,000
Additions	18,304	13,850	18,014	13,393
Change in fair value of investment properties	65,696	(196,850)	49,986	(171,393)
End of financial year	**8,821,000**	**8,737,000**	**7,270,000**	**7,202,000**

The Group's investment properties are measured at fair value based on valuations performed by independent professional valuers at least once a year, or more frequently if required. Under the Monetary Authority of Singapore's Property Funds Guideline, a valuer should not value the same property for more than two consecutive financial years. Accordingly, there was a change of valuers during this financial year.

5.5 Investment Properties (continued)

As at 31 March 2022, the carrying amounts of the investment properties were based on independent valuations conducted by CBRE Pte. Ltd. ("CBRE") for VivoCity and Jones Lang LaSalle Property Consultants Pte Ltd for MBC I and II, mTower, Mapletree Anson and MLHF, whereas as at 31 March 2021, the valuations were conducted by Savills Valuation and Professional Services (S) Pte. Ltd. for VivoCity and CBRE for MBC I and II, mTower, Mapletree Anson and MLHF.

The independent valuers have appropriate recognised professional qualifications and recent experience in the location and category of the properties being valued.

The Manager is of the view that the valuation methods and estimates adopted and considered by the professional valuers are reflective of the current market conditions.

The independent valuers have highlighted that with the heightened uncertainty resulting from the COVID-19 pandemic, a higher degree of caution should be exercised when relying upon the valuations. The valuations were based on the information available as at the date of valuation. Values and incomes may change more rapidly and significantly than during normal market conditions.

SFRS(I) 13 *Fair Value Measurement* establishes a fair value hierarchy that categorises the fair values into three levels based on the inputs used in the valuation techniques when measuring the fair value of assets and liabilities.

- Level 1 quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair value of the investment properties within the Group's and MCT's portfolio are classified within Level 3 of the fair value measurement hierarchy. The following table presents the valuation techniques and key unobservable inputs that were used:

Valuation techniques	Key unobservable inputs	Range of unobservable inputs
Income capitalisation	Capitalisation rate	3.35% - 4.85% (31 March 2021: 3.50% - 4.85%)
Discounted cash flow	Discount rate	6.50% - 7.25% (31 March 2021: 6.50% - 7.25%)
Direct comparison	Adjusted price per square feet	Not applicable (31 March 2021: S$2,564)

Relationship of key unobservable inputs to fair value
- The higher the capitalisation rate, the lower the fair value.
- The higher the discount rate, the lower the fair value.
- The higher the adjusted price per square feet, the higher the fair value.

There were no significant inter-relationships between unobservable inputs.

In the current financial period/year, the direct comparison approach was not considered as one of its valuation techniques by the independent valuer. The change in valuation techniques has not resulted in a material impact on the valuation of the investment property.

MAPLETREE COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS AND DISTRIBUTION ANNOUNCEMENT FOR THE SECOND HALF AND FINANCIAL YEAR ENDED 31 MARCH 2022

5.6 Borrowings and Loans from a Subsidiary

	Group		MCT	
	31 Mar 2022 (S$'000)	31 Mar 2021 (S$'000)	31 Mar 2022 (S$'000)	31 Mar 2021 (S$'000)
Borrowings				
Current				
Bank loans (unsecured)	264,000	-	264,000	-
Medium term notes	196,788	70,000	-	-
Transaction costs to be amortised	(241)	(*)	(106)	-
	460,547	**70,000**	**263,894**	**-**
Non-current				
Bank loans (unsecured)	1,820,000	2,032,900	1,182,000	1,394,900
Medium term notes	730,000	935,714	-	-
Transaction costs to be amortised	(6,213)	(8,989)	(2,185)	(3,826)
	2,543,787	**2,959,625**	**1,179,815**	**1,391,074**
Loans from a subsidiary				
Current				
Loans from a subsidiary	-	-	196,788	70,000
Transaction costs to be amortised	-	-	(135)	(*)
	-	**-**	**196,653**	**70,000**
Non-current				
Loans from a subsidiary	-	-	730,000	935,714
Transaction costs to be amortised	-	-	(1,478)	(1,950)
	-	**-**	**728,522**	**933,764**
Total borrowings[1]	**3,004,334**	**3,029,625**	**2,368,884**	**2,394,838**

* Amount is less than S$1,000

[1] The total gross borrowings after taking into account the CCIRS of principal amount of S$100.0 million to hedge the JPY8.7 billion floating rate medium term notes is S$3,014.0 million as at 31 March 2022 and S$3,032.9 million as at 31 March 2021.

5.6 Borrowings and Loans from a Subsidiary (continued)

(a) Ratios

	Group	
	31 Mar 2022 (S$'000)	**31 Mar 2021 (S$'000)**
Total gross borrowings	3,014,000	3,032,900
Total deposited property	8,984,523	8,950,584
Aggregate leverage ratio	33.5%	33.9%
Interest coverage ratio ("ICR")[1]	4.8 times	4.4 times
Adjusted ICR[2]	4.8 times	4.4 times

[1] Computed by dividing the trailing 12 months earnings before interest, tax, depreciation and amortisation (excluding effects of any fair value changes of derivatives and investment properties, and foreign exchange translation), by the trailing 12 months interest expense and borrowing-related fees.

[2] The Adjusted ICR is the same as the ICR as there are no hybrid securities issued by the Group.

The Group is in compliance with the borrowing limit requirement imposed by the CIS Code and all externally imposed capital requirements for the financial years ended 31 March 2022 and 31 March 2021.

(b) Undrawn committed borrowing facilities

	Group and MCT	
	31 Mar 2022 (S$'000)	**31 Mar 2021 (S$'000)**
Expiring beyond one year	375,000	426,100

MAPLETREE COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS AND DISTRIBUTION ANNOUNCEMENT FOR THE SECOND HALF AND FINANCIAL YEAR ENDED 31 MARCH 2022

5.7 Units in Issue

	Group and MCT			
	2H FY21/22 '000	2H FY20/21 '000	FY21/22 '000	FY20/21 '000
Units at beginning of financial period/year	3,321,268	3,313,936	3,316,204	3,307,510
Units issued as settlement of Manager's management fees	2,246	2,268	7,310[1]	8,694[2]
Units at end of financial period/year[3]	**3,323,514**	**3,316,204**	**3,323,514**	**3,316,204**

[1] On 10 May 2021, 5 August 2021, 10 November 2021 and 10 February 2022, new units were issued at an issue price of S$2.1007, S$2.1473, S$2.1156 and S$1.9833 per unit respectively as part payment of Manager's base fees for the period from 1 January 2021 to 31 December 2021 and Manager's performance fees for FY20/21.

[2] On 6 May 2020, 5 August 2020, 4 November 2020 and 3 February 2021, new units were issued at an issue price of S$1.7686, S$1.9919, S$2.0010 and S$2.1007 per unit respectively as part payment of Manager's base fees for the period from 1 January 2020 to 31 December 2020 and Manager's performance fees for FY19/20.

[3] There were no convertibles, treasury units and units held by its subsidiaries as at 31 March 2022 and 31 March 2021.

5.8 Net Asset Value ("NAV") and Net Tangible Asset ("NTA") Per Unit

	Group		MCT	
	31 Mar 2022	31 Mar 2021	31 Mar 2022	31 Mar 2021
Number of units in issue at end of financial year ('000)	3,323,514	3,316,204	3,323,514	3,316,204
NAV and NTA per unit[1] (S$)	1.74	1.72	1.75	1.73

[1] NAV and NTA per unit are the same as there is no intangible asset as at 31 March 2022 and 31 March 2021.

5.9 Fair Value Measurement

(a) Derivative financial instruments

The following table presents derivative financial instruments measured at fair value and classified by level of the fair value measurement hierarchy:

	Group		MCT	
	31 Mar 2022 (S$'000)	31 Mar 2021 (S$'000)	31 Mar 2022 (S$'000)	31 Mar 2021 (S$'000)
Level 2				
Assets				
Derivative financial instruments				
- IRS	27,741	2,071	27,741	9,621
- CCIRS	-	4,696	-	4,696
	27,741	**6,767**	**27,741**	**14,317**
Liabilities				
Derivative financial instruments				
- IRS	(1,142)	(19,963)	(13,763)	(22,021)
- CCIRS	(3,694)	-	(3,694)	-
	(4,836)	**(19,963)**	**(17,457)**	**(22,021)**

The fair value of the derivative financial instruments not traded in an active market is determined by using valuation techniques based on market conditions existing at each of the balance sheet date. The fair value of IRS are calculated as the present value of the estimated future cash flows. The fair value of the CCIRS is determined using quoted currency rates as at the balance sheet date.

(b) Other financial assets and liabilities

The carrying values of trade and other receivables, other current assets, trade and other payables, current borrowings and non-current borrowings, which are at variable market rates, approximate their fair values.

The carrying amount and fair value of the fixed rate non-current borrowings are as follow:

	Carrying amount		Fair value	
	31 Mar 2022 (S$'000)	31 Mar 2021 (S$'000)	31 Mar 2022 (S$'000)	31 Mar 2021 (S$'000)
Group				
Medium term notes (non-current)	728,522	828,150	722,597	871,640
MCT				
Loans from a subsidiary (non-current)	728,522	828,150	722,597	871,640

5.10 Significant Related Party Transactions

The following significant related party transactions took place at terms agreed between the parties:

	Group			
	2H FY21/22 (S$'000)	2H FY20/21 (S$'000)	FY21/22 (S$'000)	FY20/21 (S$'000)
Manager's management fees paid/payable to the Manager	19,046	19,299	37,765	37,538
Trustee's fees	519	518	1,039	1,049
Property management fees paid/payable to the Property Manager	10,344	10,611	20,212	19,493
Project management fees paid/payable to the Manager	119	20	119	20
Staff costs paid/payable to the Property Manager	6,394	5,433	12,115	9,531
Rental and other related income received/receivable from related parties	7,443	6,081	13,896	15,898
Finance income received/receivable from a related company of the Manager	-	-	-	4
Other products and service fees paid/payable to related parties	1,525	1,277	2,847	2,613
Interest expenses, financing fees and fees related to the issue of units paid/payable to a related party	7,794	7,142	15,523	15,746

5.11 Segment Reporting

The Manager monitors and assess the performance of the individual property within the Group's portfolio. This forms the basis of identifying the operating segments of the Group.

The segment information by the reportable segments for the reporting period and comparative period are as follow:

(a) Segment Revenue and Results

For the second half ended 31 March 2022

	VivoCity (S$'000)	MBC (S$'000)	mTower (S$'000)	Mapletree Anson (S$'000)	MLHF (S$'000)	Total (S$'000)
Gross revenue	100,764	108,445	19,744	16,773	10,027	255,753
Property operating expenses	(25,364)	(20,782)	(6,050)	(3,387)	(1,344)	(56,927)
Segment net property income	**75,400**	**87,663**	**13,694**	**13,386**	**8,683**	**198,826**
Finance income						137
Finance expenses						(35,785)
Manager's management fees						(19,046)
Trustee's fees						(519)
Other trust expenses						(730)
Foreign exchange gain						9,013
Net change in fair value of financial derivative						(8,614)
Profit before tax and fair value change in investment properties						**143,282**
Net change in fair value of investment properties	28,847	1,120	(2,035)	805	(332)	28,405
Profit for the financial year before tax						**171,687**
Income tax expense						(2)
Profit for the financial year after tax before distribution						**171,685**

5.11 Segment Reporting (continued)

(a) Segment Revenue and Results (continued)

For the second half ended 31 March 2021

	VivoCity (S$'000)	MBC (S$'000)	mTower (S$'000)	Mapletree Anson (S$'000)	MLHF (S$'000)	Total (S$'000)
Gross revenue	104,494	109,309	18,999	17,540	9,984	260,326
Property operating expenses	(26,245)	(18,268)	(5,157)	(3,342)	(1,763)	(54,775)
Segment net property income	**78,249**	**91,041**	**13,842**	**14,198**	**8,221**	**205,551**
Finance income						215
Finance expenses						(36,576)
Manager's management fees						(19,299)
Trustee's fees						(518)
Other trust expenses						(517)
Foreign exchange gain						7,116
Net change in fair value of financial derivative						(6,818)
Profit before tax and fair value change in investment properties						**149,154**
Net change in fair value of investment properties	(4,527)	38,410	(22,815)	(216)	607	11,459
Profit for the financial year before tax						**160,613**
Income tax expense						(3)
Profit for the financial year after tax before distribution						**160,610**

For the financial year ended 31 March 2022

	VivoCity (S$'000)	MBC (S$'000)	mTower (S$'000)	Mapletree Anson (S$'000)	MLHF (S$'000)	Total (S$'000)
Gross revenue	183,888	215,916	45,623	33,987	20,061	499,475
Property operating expenses	(48,030)	(40,869)	(11,888)	(6,794)	(3,213)	(110,794)
Segment net property income	**135,858**	**175,047**	**33,735**	**27,193**	**16,848**	**388,681**
Finance income						284
Finance expenses						(72,575)
Manager's management fees						(37,765)
Trustee's fees						(1,039)
Other trust expenses						(1,388)
Foreign exchange gain						8,926
Net change in fair value of financial derivative						(8,390)
Profit before tax and fair value change in investment properties						**276,734**
Net change in fair value of investment properties	20,541	42,793	2,530	3,736	690	70,290
Profit for the financial year before tax						**347,024**
Income tax expense						(5)
Profit for the financial year after tax before distribution						**347,019**

5.11 Segment Reporting (continued)

(a) Segment Revenue and Results (continued)

For the financial year ended 31 March 2021

	VivoCity (S$'000)	MBC (S$'000)	mTower (S$'000)	Mapletree Anson (S$'000)	MLHF (S$'000)	Total (S$'000)
Gross revenue	169,323	215,104	40,219	34,506	19,845	478,997
Property operating expenses	(43,682)	(37,296)	(10,791)	(6,602)	(3,616)	(101,987)
Segment net property income	**125,641**	**177,808**	**29,428**	**27,904**	**16,229**	**377,010**
Finance income						754
Finance expenses						(76,848)
Manager's management fees						(37,538)
Trustee's fees						(1,049)
Other trust expenses						(1,153)
Foreign exchange gain						8,639
Net change in fair value of financial derivative						(8,786)
Profit before tax and fair value change in investment properties						**261,029**
Net change in fair value of investment properties	(121,586)	6,418	(53,362)	(15,349)	(8,541)	(192,420)
Profit for the financial year before tax						**68,609**
Income tax expense						(3)
Profit for the financial year after tax before distribution						**68,606**

(b) Segment Assets and Liabilities

	VivoCity (S$'000)	MBC (S$'000)	mTower (S$'000)	Mapletree Anson (S$'000)	MLHF (S$'000)	Total (S$'000)
As at 31 March 2022						
Segment assets						
- Investment properties	3,182,000	3,800,000	747,000	752,000	340,000	8,821,000
- Plant and equipment	69	73	14	4	2	162
- Trade receivables	1,843	499	79	85	42	2,548
	3,183,912	3,800,572	747,093	752,089	340,044	8,823,710
Unallocated assets						160,813
Total assets						**8,984,523**
Segment liabilities	46,665	22,163	10,234	7,041	648	86,751
Unallocated liabilities						3,104,235
Total liabilities						**3,190,986**
As at 31 March 2021						
Segment assets						
- Investment properties	3,148,000	3,761,000	742,000	747,000	339,000	8,737,000
- Plant and equipment	133	98	22	10	3	266
- Trade receivables	4,623	2,089	616	81	47	7,456
	3,152,756	3,763,187	742,638	747,091	339,050	8,744,722
Unallocated assets						205,862
Total assets						**8,950,584**
Segment liabilities	48,728	28,142	10,728	7,046	588	95,232
Unallocated liabilities						3,146,384
Total liabilities						**3,241,616**

OTHER INFORMATION

6. Review of the Condensed Interim Financial Statements

The Statements of Financial Position of MCT and the Group as at 31 March 2022 and the related Consolidated Statement of Profit or Loss, Distribution Statement, Consolidated Statement of Comprehensive Income, Statements of Movements in Unitholders' Funds of MCT and the Group and the Consolidated Statement of Cash Flows for the second half and financial year ended 31 March 2022 and the explanatory notes have not been audited or reviewed by the Group's auditors.

7. Review of the Performance

2H FY21/22 versus 2H FY20/21

Gross revenue was 1.8% lower for 2H FY21/22 compared to 2H FY20/21. This was due to lower contribution by VivoCity, MBC and Anson, offset by higher contribution from mTower and MLHF.

Included in the gross revenue for 2H FY20/21 was a net government grant of S$2.7 million relating to the 15% property tax rebate received from Government for which corresponding disbursement was made to eligible tenants in advance in FY19/20. There was no government grant recorded in 2H FY21/22. Excluding the net government grant and rental rebate, gross revenue was higher by 0.7% at S$261.5 million, mainly due to compensation sum received from pre-termination of leases.

Revenue for VivoCity was S$3.7 million lower than 2H FY20/21 mainly due to cash grant received in 2H FY20/21 and reclassification of property tax rebate received from Government passed on to eligible tenants in FY19/20 of $2.6 million. This was partially offset by compensation sum received from pre-termination of leases and higher carpark income.

Revenue for MBC was S$0.9 million lower than 2H FY20/21 mainly due to lower rental income from lower occupancy, cash grant received in 2H FY20/21 and lower carpark income, offset by the effects of step-up rents in existing leases, positive rental reversion and compensation sum received from pre-termination of leases.

Revenue for Mapletree Anson was S$0.8 million lower than 2H FY20/21 mainly due to lower rental income from transitional vacancy, partially offset by the effects of step-up rents in existing leases.

Revenue for MLHF was marginally higher than 2H FY20/21 mainly due to the effects of step-up rent in existing leases.

Revenue for mTower was S$0.7 million higher than 2H FY20/21 mainly due to the effect of step-up rents in existing leases, partially offset by lower rental income from longer downtime and negative rental reversion.

Property operating expenses were 3.9% higher at S$56.9 million compared to 2H FY20/21 mainly due to higher operation and maintenance expenses, staff costs, marketing and promotion expenses, and provision for doubtful debts, partially offset by lower property taxes expenses and property management fees.

Accordingly, net property income decreased by 3.3% to S$198.8 million for 2H FY21/22.

Finance expenses were 2.2% lower at S$35.8 million for 2H FY21/22 compared to 2H FY20/21 mainly due to lower outstanding borrowings and lower interest rates on floating rate borrowings.

The unrealised foreign exchange gain arose from the translation of the JPY MTN into MCTTC's functional currency in Singapore dollar and the net change in fair value of financial derivative relates to the revaluation of CCIRS entered into to hedge against any foreign exchange exposure on the

principal and interest payments. The unrealised foreign exchange gain and net change in fair value of financial derivative have no impact on the distribution to Unitholders.

As a result of the above, profit before tax and fair value change in investment properties of S$143.3 million for 2H FY21/22 was 3.9% lower compared to 2H FY20/21.

Income available for distribution for 2H FY21/22 was S$154.8 million, after taking into account non-tax deductible items and other adjustments. This was 5.2% lower compared to S$163.3 million for 2H FY20/21. With the S$15.7 million and S$13.0 million of retained cash released in 2H FY21/22 and 2H FY20/21 respectively, the amount available for distribution for 2H FY21/22 was 3.3% lower year-on-year.

FY21/22 versus FY20/21

Gross revenue was 4.3% higher at S$499.5 million for FY21/22 compared to FY20/21. This was due to higher contribution across all properties except for Mapletree Anson.

Revenue for VivoCity was S$14.6 million higher than FY20/21 mainly due to lower rental rebates granted to eligible tenants, the effects of step-up rents in existing leases and higher carpark income. This was partially offset by lower rental income from restructured leases and longer downtime and lower compensation sum received from pre-termination of leases.

Revenue for mTower was S$5.4 million higher than FY20/21 mainly due to compensation sum received from pre-termination of leases, lower rental rebates granted to eligible retail tenants at ARC and the effects of step-up rents in existing leases, partially offset by lower rental income from lower occupancy and negative rental reversion.

Revenue for MBC was S$0.8 million higher than FY20/21 mainly due to compensation sum received from pre-termination of leases, the effects of step-up rents in existing leases, lower rental rebates granted to tenants, positive rental reversion and higher carpark income, offset by lower rental income from lower occupancy.

Revenue for MLHF was S$0.2 million higher than FY20/21 mainly due to the effects of step-up rent in existing leases.

Revenue for Mapletree Anson was S$0.5 million lower than FY20/21 mainly attributable to lower rental income due to transitional vacancy, offset by the effects of step-up rent in existing leases and lower rental rebates granted to tenants.

Property operating expenses were 8.6% higher at S$110.8 million compared to FY20/21. The Group incurred higher staff costs, property maintenance expenses, utilities expenses, marketing and promotion expenses, property tax expenses and property management fees. The higher property taxes were mainly due to revised annual values assessed and the property tax rebates received from Government in FY20/21. The higher staff costs was mainly due to the grants received from the Government in FY20/21 under the job support scheme.

Accordingly, net property income increased by 3.1% to S$388.7 million for FY21/22.

Finance expenses were 5.6% lower at S$72.6 million for FY21/22 compared to FY20/21 mainly due to lower outstanding borrowings, lower interest rates on floating rate borrowings and lower interest rates from refinancing of fixed rate notes.

The unrealised foreign exchange gain arose from the translation of the JPY MTN into MCTTC's functional currency in Singapore dollar and the net change in fair value of financial derivative relates to the revaluation of CCIRS entered into to hedge against any foreign exchange exposure on the principal and interest payments. The unrealised foreign exchange gain and net change in fair value of financial derivative have no impact on the distribution to Unitholders.

As a result of the above, profit before tax and fair value change in investment properties of S$276.7 million for FY21/22 was 6.0% higher compared to FY20/21.

Income available for distribution for FY21/22 was S$301.2 million, after taking into account non-tax deductible items and other adjustments. This was 5.1% higher compared to S$286.7 million for FY20/21. With the S$15.7 million and S$28.0 million of retained cash released in FY21/22 and FY20/21 respectively, the amount available for distribution for FY21/22 was 0.7% higher year-on-year.

8. Variance between Actual and Forecast Results

MCT has not disclosed any forecast to the market.

9. Commentary on the competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting and the next 12 months

Based on the Ministry of Trade and Industry's ("MTI") advanced estimates, the Singapore economy grew by 3.4% on a year-on-year basis in the first quarter of 2022, moderating from the 6.1% growth recorded in the previous quarter. On a quarter-on-quarter seasonally adjusted annualised basis, the economy expanded by 0.4%, slower than the 2.3% growth in the previous quarter.

According to the Monetary Authority of Singapore and MTI, global inflation is expected to stay high for some time before easing in the latter half of the year. In the near term, heightened geopolitical risks and tight supply conditions will keep crude oil prices elevated. Supply-demand mismatches in commodity markets due in part to geopolitical factors, bottlenecks in global transportation, as well as labour shortages in a number of Singapore's major trading partners are also likely to persist. While ongoing external supply constraints should ease in the second half of 2022, leading to some moderation in imported inflation, there remain upside risks to inflation from geopolitical and pandemic-related shocks.

According to CBRE, retail indicators continued to show signs of recovery. Business expectations improved further with the end of work-from-home as a default since 1 January 2022 and the doubling in group size for dine-in effective 29 March 2022. Amid a strong economic recovery in 2021 and a rise in tourist arrivals, retailers are optimistic in view of an eventual return of tourist spending and the return of employees to the office. On a quarter-on-quarter basis, Prime Rents in Orchard Road remained stable in Q1 2022 at $34.20 per square foot per month while Prime rents in the Suburban market increased by 0.2% quarter-on-quarter in Q1 2022 to $30.15 per square foot per month. While domestic and travel restrictions have eased, and shopper traffic has improved, the persistent rise in energy and raw material costs, as well as manpower shortage are now posing additional challenges to retailers. Nonetheless, new retail supply in the next few years is relatively limited and should support a more meaningful retail rent recovery after H2 2022.

In the office market, the positive leasing momentum from end 2021 carried over to Q1 2022. Non-bank financial institutions and technology companies remain as key demand drivers, but sectors such as pharmaceutical and fast-moving consumer goods also saw significant activity. Core CBD (Grade A) rents increased by 1.4% quarter-on-quarter to $10.95 per square foot per month in Q1 2022. With the prevailing tight vacancy in the Core CBD (Grade A) market, some demand has spilled over to the other submarkets. Further signs of a broad-based recovery were observed in the Grade B Islandwide market which saw rents increased by 1.4% quarter-on-quarter over the same period to $7.30 per square foot per month. The office sector is poised to benefit from a growth in office demand as workplace measures were further relaxed and rental growth should gain momentum in the coming quarters. CBRE expects Core CBD (Grade A) rents to grow by 6.9% year-on-year for the whole of 2022, supported by the rapid expansion in demand from agile space, technology and non-bank financial sectors, and limited new supply.

Leasing demand in the business park market remained steady, with pharmaceutical and biomedical companies actively seeking to expand their R&D and lab facilities. Other demand drivers include the tech and chemicals sector. Leasing activity for back-end operations of banks took a backseat, as consolidation and downsizing activities remained a common theme with firms adopting flexible working practices. On the back of stronger demand and limited availabilities in the City Fringe submarket, where MBC is located, rents in this submarket rose by 0.8% quarter-on-quarter to $5.95 per square foot per month in Q1 2022 while rents in the Rest of Island submarket remained the same at $3.65 per square foot per month over the same period as landlords continued to prioritise raising occupancy. The outlook for the business park market is expected to face less uncertainty with the relaxation of workplace measures and leasing momentum should pick up in the coming quarters. This could provide some respite for the Rest of Island submarket, given the considerable amount of pipeline completing in the Rest of Island submarket in the next two years.

Singapore has significantly relaxed COVID-19 measures, including raising the limits for dining-in and social gatherings, allowing more employees to return to their workplaces and reopening the borders. While these are expected to benefit MCT's portfolio, downside risks could materialise from global geopolitical uncertainties, rising energy prices and interest rates hikes.

As more economic activities resume and international travelling progressively returns to normalcy, we will remain proactive and nimble in managing our assets, with a focus on maintaining healthy portfolio occupancy and steady rental income, while managing costs in a sustainable manner.

Anchored by a well-diversified portfolio with key best-in-class assets, MCT is expected to derive stable cashflows from high quality tenants. MCT's overall resilience will place the vehicle well to ride through the pandemic and further economic cycles.

Sources:
Monetary Authority of Singapore and Ministry of Trade and Industry Press Release, 23 March 2022
The Singapore Ministry of Trade and Industry Press Release, 14 April 2022
CBRE Figures Singapore Q1 2022

MAPLETREE COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS AND DISTRIBUTION ANNOUNCEMENT FOR THE SECOND HALF AND FINANCIAL YEAR ENDED 31 MARCH 2022

10. Distributions

(a) Current financial period

Any distributions declared for the current financial period? Yes

Name of distribution: 40th distribution for the period from 1 October 2021 to 31 March 2022

Distribution type: Income / Capital

Distribution rate: Taxable Income – 4.61 cents per unit
Capital – 0.53 cent per unit

Par value of units: Not meaningful

Tax rate: Taxable Income Distribution

Qualifying investors and individuals (other than those who hold their units through a partnership) will generally receive pre-tax distributions. These distributions are exempt from tax in the hands of individuals unless such distributions are derived through a Singapore partnership or from the carrying on of a trade, business or profession. Such individual unitholders, i.e. to whom the exemption will not apply, must declare the distribution received as income in their tax returns. Qualifying investors, unless they are exempt from tax because of their own circumstances, will have to pay income tax subsequently on such distributions at their own applicable tax rates.

Qualifying foreign non-individual investors and qualifying non-resident funds will receive their distributions after deduction of tax at the rate of 10%.

All other investors will receive their distributions after deduction of tax at the rate of 17%.

Capital Distribution

Capital Distribution represents a return of capital to Unitholders for Singapore income tax purposes and is therefore not subject to income tax. For Unitholders who are liable to Singapore income tax on profits from sale of MCT Units, the amount of Capital Distribution will be applied to reduce the cost base of their MCT Units for Singapore income tax purposes.

10. Distributions (continued)

(b) Corresponding period of the preceding financial period

Any distributions declared for the corresponding period of the immediate preceding financial period? Yes

Name of distribution: 38th distribution for the period from 1 October 2020 to 31 March 2021

Distribution type: Income / Capital

Distribution rate: Taxable Income – 4.83 cents per unit
Capital – 0.49 cent per unit

Par value of units: Not meaningful

Tax rate: Taxable Income Distribution

Qualifying investors and individuals (other than those who hold their units through a partnership) will generally receive pre-tax distributions. These distributions are exempt from tax in the hands of individuals unless such distributions are derived through a Singapore partnership or from the carrying on of a trade, business or profession. Such individual unitholders, i.e. to whom the exemption will not apply, must declare the distribution received as income in their tax returns. Qualifying investors, unless they are exempt from tax because of their own circumstances, will have to pay income tax subsequently on such distributions at their own applicable tax rates.

Qualifying foreign non-individual investors and qualifying non-resident funds will receive their distributions after deduction of tax at the rate of 10%.

All other investors will receive their distributions after deduction of tax at the rate of 17%.

Capital Distribution

Capital Distribution represents a return of capital to Unitholders for Singapore income tax purposes and is therefore not subject to income tax. For Unitholders who are liable to Singapore income tax on profits from sale of MCT Units, the amount of Capital Distribution will be applied to reduce the cost base of their MCT Units for Singapore income tax purposes.

(c) Record date: The Transfer Books and Register of Unitholders of MCT will be closed at 5.00 p.m. on Thursday, 28 April 2022 for the purposes of determining each Unitholder's entitlement to MCT's distribution.

The ex-distribution date will be on Wednesday, 27 April 2022.

(d) Date Payable: Friday, 3 June 2022

11. If no distribution has been declared/(recommended), a statement to that effect.

Not applicable.

12. In the review of performance, the factors leading to any material changes in contributions to turnover and earnings by the business or geographical segments

Please refer to Paragraph 5.11(a) for the Segmental Revenue and Results and Paragraph 7 for the review of the actual performance.

13. Breakdown of Revenue and Profit after Tax

	FY21/22 (S$'000)	FY20/21 (S$'000)	Variance %
1 April to 30 September ("First Half Year")			
Gross Revenue	243,722	218,671	11.5
Profit/(Loss) after tax for the period	175,334	(92,004)	N.M.
1 October to 31 March ("Second Half Year")			
Gross Revenue	255,753	260,326	(1.8)
Profit after tax for the period	171,685	160,610	6.9

N.M.: Not meaningful

14. Breakdown of Total Distribution

	FY21/22 (S$'000)	FY20/21 (S$'000)
1 October 2021 to 31 March 2022	170,828	-
1 April 2021 to 30 September 2021	145,804	-
1 October 2020 to 31 March 2021	-	176,422
1 April 2020 to 30 September 2020	-	138,191
Total Distribution to Unitholders	**316,632**	**314,613**

15. General Mandate relating to Interested Person Transactions

MCT has not obtained a general mandate from Unitholders for Interested Person Transactions.

16. Confirmation pursuant to Rule 704(13) of the Listing Manual

Pursuant to Rule 704(13) of the Listing Manual, Mapletree Commercial Trust Management Ltd. (the "Company"), as manager of MCT, confirms that there is no person occupying a managerial position in the Company or its principal subsidiaries who is a relative of a director, chief executive officer, substantial shareholder of the Company or a substantial unitholder of MCT.

MAPLETREE COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS AND DISTRIBUTION ANNOUNCEMENT FOR THE SECOND HALF AND FINANCIAL YEAR ENDED 31 MARCH 2022

17. Confirmation pursuant to Rule 720(1) of the Listing Manual

The Manager of MCT confirms that it has procured undertakings from all its directors and executive officers, in the format set out in Appendix 7.7 under the Rule 720(1) of the Listing Manual.

This release 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. 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 costs), governmental and public policy changes and the continued availability of financing in the amounts and the terms necessary to support future business. You are cautioned not to place undue reliance on these forward-looking statements, which are based on current view of management of future events.

By Order of the Board
Wan Kwong Weng
Joint Company Secretary
Mapletree Commercial Trust Management Ltd.
(Company Registration No.200708826C)
As Manager of Mapletree Commercial Trust

20 April 2022

SCHEDULE G

DISCLOSURE OF INTERESTS

1. Disclosure of Interests in MNACT Securities

1.1 Holdings of MNACT Units

As at the Latest Practicable Date, based on the latest information available to the MCT Manager, the interests in the MNACT Units owned, controlled or agreed to be acquired by the MCT Concert Party Group are set out below:

Name	Direct		Deemed	
	No. of MNACT Units	%	No. of MNACT Units	%
A. Directors of MIPL Entities				
Tsang Yam Pui (Director of MCT Manager and MIPL) (Resigned from the board of directors of the Sponsor (the "**Sponsor Board**") with effect from 31 January 2022)	–	–	540,000	0.02
Kwa Kim Li (Director of MCT Manager)	120,000	n.m.(2)	46,019	n.m.(2)
Hiew Yoon Khong (Director of MIPL and MCT Manager)	830,000	0.02	6,582,495	0.19
Wendy Koh Mui Ai (Director of MCT Manager, MNACT Manager and MIPL Entities)	–	–	416,000	0.01
Amy Ng Lee Hoon (Director of MCT Manager)	419,228	0.01	–	–
Lim Hwee Li Sharon (Director of MCT Manager)	–	–	70,000	n.m.(2)
Paul Ma Kah Woh (Director of MNACT Manager and MIPL) (Resigned from the Sponsor Board with effect from 31 January 2022)	1,232,527	0.04	100,000	n.m.(2)
Chiang Sui Fook Lilian (Director of MNACT Manager)	–	–	49,676	n.m.(2)
Kevin Kwok (Director of MNACT Manager)	775,156	0.02	–	–
Lok Vi Ming (Director of MNACT Manager)	–	–	190,000	n.m.(2)
Michael Kok Pak Kuan (Director of MNACT Manager)	540,000	0.02	–	–
Chua Tiow Chye (Director of MNACT Manager and MIPL Entities)	–	–	2,763,687	0.08
Cindy Chow Pei Pei (Director of MNACT Manager)	–	–	1,010,868	0.03
Edmund Cheng (Director of MIPL)	–	–	6,529,042	0.19
Lee Chong Kwee (Director of MIPL)	400,000	0.01	–	–
Wong Meng Meng (Director of MIPL) (Resigned from the Sponsor Board with effect from 31 January 2022)	500,000	0.01	–	–
Lim Hng Kiang (Director of MIPL)	73,000	n.m.(2)	–	–

Name	Direct		Deemed	
	No. of MNACT Units	%	No. of MNACT Units	%
Cheah Kim Teck (Director of MIPL)	540,000	0.01	200,000	n.m.(2)
Cheo Hock Kuan (Director of MIPL) (Appointed on 15 January 2022)	663,592	0.01	43,506	n.m.(2)
Lena Paw (Director of MIPL Entities)	4,000	n.m.(2)	610,000	0.02
Moses Lee (Director of MIPL Entities)	50,000	n.m.(2)	–	–
B. MIPL Entities				
MIPL(1)	–	–	1,345,663,544	38.14
Kent (MIPL Entities)	778,884,967	22.07	–	–
Suffolk (MIPL Entities)	275,246,124	7.80	–	–
MNACT Manager (MIPL Entities)	195,746,225	5.54	–	–
MNAPML (MIPL Entities)	95,786,228	2.71	–	–
C. Others				
DBS Bank Ltd.	24,203,013	0.69	–	–

Notes: The percentages are rounded to the nearest two decimal places.

(1) MIPL is deemed to have an interest in the unitholdings of its wholly-owned subsidiaries, Kent, Suffolk, MNAPML and the MNACT Manager.

(2) Not meaningful.

1.2 Dealings in MNACT Securities

The details of the dealings in the MNACT Securities during the Relevant Period by members of the MCT Concert Party Group are set out below:

Name	Date of Dealing	Type of MNACT Security	No. of MNACT Securities	Transaction Price per MNACT Unit (S$)
A. Directors of MIPL Entities				
Chiang Sui Fook Lilian (Director of MNACT Manager)	24 December 2021	MNACT Units	676(1)	0.9630
Edmund Cheng (Director of MIPL)	24 December 2021	MNACT Units	67,287(1)	0.9630
	24 December 2021	MNACT Units	157,009(1)	0.9630
Ng Keng Hooi (Director of MIPL) (Appointed on 15 January 2022)	22 November 2021	MNACT Units	116,930(2)	1.0099
B. MIPL Entities				
MNAPML	19 November 2021	MNACT Units	5,632,165(3)	0.9716
MNACT Manager	19 November 2021	MNACT Units	9,627,017(4)	0.9716

Notes:

(1) Issuance of MNACT Securities pursuant to the MNACT Distribution Reinvestment Plan[50].

(2) Disposal of MNACT Securities.

(3) Issuance of MNACT Securities as payment of management fees.

(4) Issuance of MNACT Securities as payment of management fees.

2. Disclosure of Interests in MCT Securities

2.1 Holdings of MCT Units

As at the Latest Practicable Date, based on the latest information available to the MCT Manager, the interests in the MCT Units owned, controlled or agreed to be acquired by members of the MCT Concert Party Group are set out below:

Name	Direct		Deemed	
	No. of MCT Units	%	No. of MCT Units	%
A. Directors of MIPL Entities				
Tsang Yam Pui (Director of MCT Manager and MIPL) (Resigned from the Sponsor Board with effect from 31 January 2022)	–	–	426,043	0.01
Kwa Kim Li (Director of MCT Manager)	10,000	n.m.(3)	29,600	n.m.(3)
Hiew Yoon Khong (Director of MCT Manager and MIPL)	612,751	0.02	4,476,380	0.13
Wendy Koh Mui Ai (Director of MCT Manager, MNACT Manager and MIPL Entities)	–	–	1,128,699	0.03
Amy Ng Lee Hoon (Director of MCT Manager)	680,513	0.02	–	–
Lim Hwee Li Sharon (Director of MCT Manager)	–	–	20,200	n.m.(3)
Paul Ma Kah Woh (Director of MNACT Manager and MIPL) (Resigned from the Sponsor Board with effect from 31 January 2022)	246	n.m.(3)	645,000	0.02
Chua Tiow Chye (Director of MNACT Manager and MIPL Entities)	–	–	1,515,596	0.05
Cindy Chow Pei Pei (Director of MNACT Manager)	–	–	529,000	0.02
Edmund Cheng (Director of MIPL)	–	–	907,518	0.03
Lee Chong Kwee (Director of MIPL)	420,000	0.01	–	–

[50] "**MNACT Distribution Reinvestment Plan**" means the distribution reinvestment plan of MNACT under which MNACT Unitholders may elect to receive fully paid MNACT Units in lieu of the cash amount of any distribution which is declared on the MNACT Units held by them (after the deduction of applicable income tax, if any), subject to such terms and conditions set out in the distribution reinvestment plan statement as may be amended from time to time.

Name	Direct		Deemed	
	No. of MCT Units	%	No. of MCT Units	%
Wong Meng Meng (Director of MIPL) (Resigned from the Sponsor Board with effect from 31 January 2022)	340,000	0.01	–	–
Lim Hng Kiang (Director of MIPL)	100,000	n.m.(3)	–	–
Cheah Kim Teck (Director of MIPL)	435,800	0.01	–	–
Cheo Hock Kuan (Director of MIPL) (Appointed on 15 January 2022)	10,000	n.m.(3)	89,000	n.m.(3)
Lena Paw (Director of MIPL Entities)	4,000	n.m.(3)	310,000	n.m.(3)
B. MIPL Entities				
MIPL(1)	–	–	1,083,953,400	32.61
HFPL(2) (MIPL Entities)	137,699,999	4.14	795,085,306	23.92
HF Place (MIPL Entities)	442,846,329	13.32	–	–
HF Eight (MIPL Entities)	352,238,977	10.60	–	–
Sienna (MIPL Entities)	47,201,893	1.42	–	–
MCT Manager (MIPL Entities)	103,966,202	3.12	–	–
C. Others				
DBS Bank Ltd.	24,004,873	0.72	–	–

Notes: The percentages are rounded to the nearest two decimal places.

(1) MIPL is deemed to be interested in the 137,699,999 MCT Units held by HFPL, 442,846,329 MCT Units held by HF Place, 352,238,977 MCT Units held by HF Eight, 47,201,893 MCT Units held by Sienna and 103,966,202 MCT Units held by the MCT Manager.

(2) HFPL as holding company of HF Place and HF Eight is deemed to be interested in the 795,085,306 MCT Units held by HF Place and MCT Units held by HF Eight.

(3) Not meaningful.

2.2 Dealings in MCT Units

The details of the dealings in the MCT Units during the Relevant Period by the MCT Concert Party Group are set out below:

Name	Date	No. of MCT Units Acquired	No. of MCT Units Sold	Transaction Price per MCT Unit (S$)
MCT Manager	10 November 2021	1,085,779(1)	–	2.1156
MCT Manager	10 February 2022	1,160,023(1)	–	1.9833

Note:

(1) Issuance of MCT Securities as payment of management fees.

SCHEDULE H

PRO FORMA FINANCIAL EFFECTS OF THE MERGER ON THE MCT GROUP[51]

1. Pro Forma Financial Effects of the Merger

FOR ILLUSTRATIVE PURPOSES ONLY: The historical pro forma financial effects of the Merger on the MCT Group set out in the tables below have been prepared based on the following assumptions:

(i) no new MCT Units are issued as payment of the acquisition fee in respect of the Merger, as the MCT Manager has waived 100.0% of the acquisition fee in respect of the Merger on a one-off basis;

(ii) the Merged Entity adopts a 100.0% distribution payout ratio;

(iii) the Merged Entity's management fee structure comprises:

(a) base fees calculated as 10.0% of distributable income (calculated before accounting for the base fee and performance fee);

(b) performance fees calculated as 25.0% of the difference in DPU in a financial year with the DPU in the preceding financial year (calculated before accounting for the performance fee, but after accounting for the base fee in that financial year), multiplied by the weighted average number of the Merged Entity's units in issue for such financial year; and

(c) the fees of the property manager are paid entirely in cash.

1.1 Pro Forma DPU

(i) **For the financial year ended 31 March 2022 (FY21/22)**

	Effects of Merger			
		Post-Merger[(1),(2)]		
	Before Merger	Assuming all MNACT Unitholders elect to receive Scrip-Only Consideration	Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive Cash-and-Scrip Consideration	Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive Cash-Only Consideration
Amount available for distribution to MCT Unitholders (S$ million)	317.0	538.3[(3),(5)]	530.0[(6),(7)]	530.0[(6),(7)]
Number of MCT Units in issue (million)	3,323.5	5,415.4[(4),(5)]	5,207.1[(7),(8)]	5,207.1 [(7),(9)]

[51] The pro forma financial effects of the Merger on MCT and all references to the pro forma financial information of MCT are for illustrative purposes only; they are not intended to be nor shall they constitute profit forecasts.

	Effects of Merger			
		Post-Merger[1],[2]		
	Before Merger	Assuming all MNACT Unitholders elect to receive Scrip-Only Consideration	Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive Cash-and-Scrip Consideration	Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive Cash-Only Consideration
DPU (Singapore cents)	9.53	9.94[4],[5]	10.18[7],[8]	10.18[7],[9]
Accretion (%)	–	4.3	6.8	6.8

Notes: The pro forma financial effects of the Merger on MCT and the Merged Entity have been prepared based on the MCT FY21/22 Unaudited Financial Statements and the MNACT FY21/22 Unaudited Financial Statements.

(1) Assumes the Merger was completed on 1 April 2021, and that MCT held and operated the properties of MNACT for the financial year ended 31 March 2022.

(2) Includes full year contribution from HPB, which is based on unaudited financial information for the period from 18 June 2021 to 31 March 2022, pro-rated as if the acquisition was completed on 1 April 2021 and adjusted for the implied incremental funding costs, management fees, trustee expense and income tax expense.

Scrip-Only Consideration

(3) Assumes an additional S$18.1 million of acquisition debt was drawn down on 1 April 2021 to fund the Transaction Costs of the Merger, at an all-in cost of 2.7% per annum.

(4) Assumes 2,086.6 million Consideration Units are issued, based on the total number of MNACT Units in issue as at 31 March 2022, in satisfaction of the Scrip-Only Consideration, at an illustrative issue price of S$2.0039 per Consideration Unit, being the Scheme Issue Price.

(5) Assumes 5.3 million additional MCT Units are issued as payment to the MCT Manager as base fee assuming 40.0% of the Merged Entity's management fees are paid in units, at an illustrative issue price of S$2.0039 per MCT Unit, being the Scheme Issue Price.

Cash-and-Scrip Consideration and Cash-Only Consideration

(6) Assumes that an additional S$237.9 million of acquisition debt was drawn down at an all-in cost of 2.7% per annum and S$200.0 million of perpetual securities were issued at a coupon rate of 3.7% per annum on 1 April 2021 to fund up to S$417.3 million of the cash component of the Scheme Consideration and the Transaction Costs of the Merger.

(7) Assumes 5.2 million additional MCT Units are issued as payment to the MCT Manager as base fee assuming 40.0% of the Merged Entity's management fees are paid in units, at an illustrative issue price of S$2.0039 per MCT Unit, being the Scheme Issue Price.

Cash-and-Scrip Consideration

(8) Assumes 1,878.4 million Consideration Units are issued, based on the total number of MNACT Units in issue as at 31 March 2022, in satisfaction of the scrip component of the Scheme Consideration, at an illustrative issue price of S$2.0039 per Consideration Unit, being the Scheme Issue Price.

Cash-Only Consideration

(9) Assumes 1,878.4 million MCT Units are issued comprising (i) 785.3 million Consideration Units in satisfaction of the scrip component to MIPL, who has elected to receive the Scrip-Only Consideration in respect of all its MNACT Units and (ii) 1,093.1 million Preferential Offering Units in satisfaction of the additional cash requirement for the Cash-Only Consideration, based on the total number of MNACT Units issued as at 31 March 2022, at an illustrative issue price of S$2.0039, being the Scheme Issue Price.

The MCT Manager wishes to set out below the possible impact on the Merged Entity's pro forma DPU due to changes in the Merged Entity's financing costs. For a 50 basis points increase in the all-in cost of debt per annum and coupon of the perpetual securities per annum, and assuming all other conditions remain constant, the impact to DPU due to financing costs movement, which has been mitigated by the interest rate hedges put in place as part of the MCT Manager's and the MNACT Manager's risk management strategies, is as set out below:

	Assuming all MNACT Unitholders elect to receive Scrip-Only Consideration	**Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive Cash-and-Scrip Consideration**	**Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive Cash-Only Consideration**
DPU (Singapore cents)	9.94	10.18	10.18
	Impact to pro forma DPU		
Change in DPU (Singapore cent)	(0.09)	(0.11)	(0.11)

MNACT and the Merged Entity are mainly exposed to movement in the HKD, RMB and JPY foreign currencies. As such, the MCT Manager wishes to set out below the possible impact in DPU due to foreign exchange movements, which has been mitigated by the income hedges put in place as part of the MNACT Manager's risk management strategy.

For every 5.0% appreciation (or depreciation) in the HKD, RMB or JPY against the SGD, the change to DPU, assuming other conditions remain constant, are as set out below:

	Assuming all MNACT Unitholders elect to receive Scrip-Only Consideration		**Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive Cash-and-Scrip Consideration**		**Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive Cash-Only Consideration**	
DPU (Singapore cents)	9.94		10.18		10.18	
	Impact to pro forma DPU					
	Appreciate by 5%	Depreciate by 5%	Appreciate by 5%	Depreciate by 5%	Appreciate by 5%	Depreciate by 5%
HKD (Singapore cent)	0.03	(0.03)	0.03	(0.03)	0.03	(0.03)
RMB (Singapore cent)	0.02	(0.02)	0.02	(0.02)	0.02	(0.02)
JPY (Singapore cent)	0.01	(0.01)	0.01	(0.01)	0.01	(0.01)

(ii) **For the financial year ended 31 March 2021 (FY20/21)**

	Effects of Merger			
		Post-Merger[1],[2]		
	Before Merger	Assuming all MNACT Unitholders elect to receive Scrip-Only Consideration	Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive Cash-and-Scrip Consideration	Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive Cash-Only Consideration
Amount available for distribution to MCT Unitholders (S$ million)	314.7	503.4[3],[5]	490.6[6],[7]	490.6[6],[7]
Number of MCT Units in issue (million)	3,316.2	5,361.2[4],[5]	5,155.7[7],[8]	5,155.7[7],[9]
DPU (Singapore cents)	9.49	9.39[4],[5]	9.51[7],[8]	9.51[7],[9]
Accretion (%)	–	(1.1)	0.2	0.2

Notes: The pro forma financial effects of the Merger on MCT and the Merged Entity have been prepared based on the MCT FY20/21 Audited Financial Statements and the audited consolidated financial statements of the MNACT Group for the financial year ended 31 March 2021 (the "**MNACT FY20/21 Audited Financial Statements**", and together with the MCT FY20/21 Audited Financial Statements, the "**FY20/21 Audited Financial Statements**"). **During FY20/21, there were one-off occurrences (including release of retained cash, rental rebates granted to eligible tenants, property tax rebates and Job Support Scheme grants from the Singapore Government), largely due to COVID-19 and the higher degree of uncertainties and disruptions from COVID-19 related restrictions. The illustration on the pro forma DPU based on FY21/22 gives a more representative illustration of the financial effects of the Merger.**

(1) Assumes that the Merger was completed on 1 April 2020, and that MCT held and operated the properties of MNACT for the financial year ended 31 March 2021.

(2) Includes full year contribution from HPB, which was based on unaudited financial information for the period from 18 June 2021 to 30 September 2021, and TPG, which was based on audited financial information for the period from 30 October 2020 to 31 March 2021, pro-rated as if the acquisitions were completed on 1 April 2020 and adjusted for the implied incremental funding costs, management fees, trustee expense and income tax expense.

Scrip-Only Consideration

(3) Assumes an additional S$18.1 million of acquisition debt was drawn down on 1 April 2020 to fund the Transaction Costs of the Merger, at an all-in cost of 2.7% per annum.

(4) Assumes 2,040.2 million Consideration Units are issued, based on the total number of MNACT Units in issue as at 31 March 2021, in satisfaction of the Scrip-Only Consideration, at an illustrative issue price of S$2.0039 per Consideration Unit, being the Scheme Issue Price.

(5) Assumes 4.7 million additional MCT Units are issued as payment to the MCT Manager as base fee assuming 40.0% of the Merged Entity's management fees are paid in units, at an illustrative issue price of S$2.0039 per MCT Unit, being the Scheme Issue Price.

Cash-and-Scrip Consideration and Cash-Only Consideration

(6) Assumes that an additional S$231.9 million of acquisition debt was drawn down at an all-in cost of 2.7% per annum and S$200.0 million of perpetual securities were issued at a coupon rate of 3.7% per annum on 1 April 2020 to fund up to S$411.3 million of the cash component of the Scheme Consideration and the Transaction Costs of the Merger.

(7) Assumes 4.6 million additional MCT Units are issued as payment to the MCT Manager as base fee assuming 40.0% of the Merged Entity's management fees are paid in units, at an illustrative issue price of S$2.0039 per MCT Unit, being the Scheme Issue Price.

Cash-and-Scrip Consideration

(8) Assumes 1,835.0 million Consideration Units are issued, based on the total number of MNACT Units in issue as at 31 March 2021, in satisfaction of the scrip component of the Scheme Consideration, at an illustrative issue price of S$2.0039 per Consideration Unit, being the Scheme Issue Price.

Cash-Only Consideration

(9) Assumes 1,835.0 million MCT Units are issued comprising (i) 757.4 million Consideration Units in satisfaction of the scrip component to MIPL, who has elected to receive the Scrip-Only Consideration in respect of all its MNACT Units and (ii) 1,077.6 million Preferential Offering Units in satisfaction of the additional cash requirement for the Cash-Only Consideration, based on the total number of MNACT Units issued as at 31 March 2021, at an illustrative issue price of S$2.0039, being the Scheme Issue Price.

The MCT Manager wishes to set out below the possible impact on the Merged Entity's pro forma DPU due to changes in the Merged Entity's financing costs. For a 50 basis points increase in the all-in cost of debt per annum and coupon of the perpetual securities per annum, and assuming all other conditions remain constant, the impact to DPU due to financing costs movement, which has been mitigated by the interest rate hedges put in place as part of the MCT Manager's and the MNACT Manager's risk management strategies, is set out below:

	Assuming all MNACT Unitholders elect to receive Scrip-Only Consideration	**Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive Cash-and-Scrip Consideration**	**Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive Cash-Only Consideration**
DPU (Singapore cents)	9.39	9.51	9.51
	Impact to pro forma DPU		
Change in DPU (Singapore cent)	(0.12)	(0.15)	(0.15)

MNACT and the Merged Entity are mainly exposed to movement in the HKD, RMB and JPY foreign currencies. As such, the MCT Manager wishes to set out below the possible impact in DPU due to foreign exchange movements, which has been mitigated by the income hedges put in place as part of the MNACT Manager's risk management strategy.

For every 5.0% appreciation (or depreciation) in the HKD, RMB or JPY against the SGD, the change to DPU, assuming other conditions remain constant, are as set out below:

	Assuming all MNACT Unitholders elect to receive Scrip-Only Consideration		**Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive Cash-and-Scrip Consideration**		**Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive Cash-Only Consideration**	
DPU (Singapore cents)	9.39		9.51		9.51	
	Impact to pro forma DPU					
	Appreciate by 5%	Depreciate by 5%	Appreciate by 5%	Depreciate by 5%	Appreciate by 5%	Depreciate by 5%
HKD (Singapore cent)	0.01	(0.01)	0.02	(0.02)	0.02	(0.02)
RMB (Singapore cent)	0.02	(0.02)	0.02	(0.02)	0.02	(0.02)
JPY (Singapore cent)	0.02	(0.02)	0.02	(0.02)	0.02	(0.02)

1.2 Pro Forma NAV

(i) As at 31 March 2022 (FY21/22)

	Effects of Merger			
		Post-Merger[1],[2]		
	Before Merger	**Assuming all MNACT Unitholders elect to receive Scrip-Only Consideration**	**Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive Cash-and-Scrip Consideration**	**Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive Cash-Only Consideration**
NAV (S$ million)	5,793.5	10,119.5[4],[5]	9,702.2[6],[7]	9,702.2[6],[8]
Number of MCT Units in issue (million)	3,323.5	5,427.2[4],[5]	5,219.0[6],[7]	5,219.0[6],[8]
NAV for each MCT Unit (S$)	1.74	1.86[4],[5]	1.86[6],[7]	1.86[6],[8]
NAV for each MCT Unit (ex-distribution) (S$)	1.69[3]	1.81	1.81	1.81

Notes: The pro forma financial effects of the Merger on MCT and the Merged Entity have been prepared based on the MCT FY21/22 Unaudited Financial Statements and the MNACT FY21/22 Unaudited Financial Statements.

(1) Assumes the Merger was completed on 31 March 2022.

(2) Assumes the Transaction Costs and the difference between the Scheme Consideration and the acquired NAV of MNACT as at 31 March 2022 are initially capitalised to the cost of the properties and subsequently recognised at fair value at the period end.

(3) Excludes MCT's reported 2H FY21/22 DPU of 5.14 Singapore cents.

Scrip-Only Consideration

(4) Assumes that an additional S$18.1 million of acquisition debt was drawn down on 31 March 2022 to fund the Transaction Costs of the Merger.

(5) Assumes 2,103.7 million Consideration Units are issued, based on the total number of MNACT Units issued as at 31 March 2022, in satisfaction of the Scrip-Only Consideration, at an illustrative issue price of S$2.0039 per Consideration Unit, being the Scheme Issue Price.

Cash-and-Scrip Consideration and Cash-Only Consideration

(6) Assumes an additional S$237.9 million of acquisition debt was drawn down and S$200.0 million of perpetual securities were issued on 31 March 2022 to fund up to S$417.3 million of the cash component of the Scheme Consideration and the Transaction Costs of the Merger.

Cash-and-Scrip Consideration

(7) Assumes 1,895.5 million Consideration Units are issued, based on the total number of MNACT Units in issue as at 31 March 2022, in satisfaction of the scrip component of the Scheme Consideration, at an illustrative issue price of S$2.0039 per Consideration Unit, being the Scheme Issue Price.

Cash-Only Consideration

(8) Assumes 1,895.5 million MCT Units are issued comprising (i) 802.4 million Consideration Units in satisfaction of the scrip component to MIPL, who has elected to receive the Scrip-Only Consideration in respect of all its MNACT Units and (ii) 1,093.1 million Preferential Offering Units, in satisfaction of the additional cash requirement for the Cash-Only Consideration, based on the total number of MNACT Units issued as at 31 March 2022, at an illustrative issue price of S$2.0039, being the Scheme Issue Price.

MNACT and the Merged Entity are mainly exposed to movement in the HKD, RMB and JPY foreign currencies. As such, the MCT Manager wishes to set out below the possible impact on NAV per unit due to foreign exchange movements, which has been mitigated by the capital hedges put in place as part of the MNACT Manager's risk management strategy.

For every 5.0% appreciation (or depreciation) in the HKD, RMB or JPY against the SGD, the change to NAV per unit and NAV per unit (ex-distribution), assuming other conditions remain constant, are as set out below:

	Assuming all MNACT Unitholders elect to receive Scrip-Only Consideration		**Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive Cash-and-Scrip Consideration**		**Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive Cash-Only Consideration**	
NAV per unit (S$)[(1)]	1.86		1.86		1.86	
NAV per unit (ex-distribution) (S$)[(1)]	1.81		1.81		1.81	
	Impact to pro forma NAV per unit and NAV per unit (ex-distribution)					
	Appreciate by 5%	Depreciate by 5%	Appreciate by 5%	Depreciate by 5%	Appreciate by 5%	Depreciate by 5%
HKD (S$)	0.02	(0.02)	0.02	(0.02)	0.02	(0.02)
RMB (S$)	0.02	(0.02)	0.02	(0.02)	0.02	(0.02)
JPY (S$)	*	*	*	*	*	*

Notes: * Less than +/- S$0.01.

(1) Rounded NAV per unit and NAV per unit (ex-distribution) figures.

(ii) **As at 31 March 2021 (FY20/21)**

	Effects of Merger			
		Post-Merger[1],[2],[3]		
	Before Merger	Assuming all MNACT Unitholders elect to receive Scrip-Only Consideration	Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive Cash-and-Scrip Consideration	Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive Cash-Only Consideration
NAV (S$ million)	5,709.0	10,066.7[5],[6]	9,655.3[7],[8]	9,655.3[7],[9]
Number of MCT Units in issue (million)	3,316.2	5,364.1[5],[6]	5,158.8[7],[8]	5,158.8[7],[9]
NAV for each MCT Unit (S$)	1.72	1.88[5],[6]	1.87[7],[8]	1.87[7],[9]
NAV for each MCT Unit (ex-distribution) (S$)	1.67[4]	1.83	1.82	1.82

Notes: The pro forma financial effects of the Merger on MCT and the Merged Entity have been prepared based on the FY20/21 Audited Financial Statements of the MCT Group and the MNACT Group.

(1) Assumes the Merger was completed on 31 March 2021.

(2) Assumes the Transaction Costs and the difference between the Scheme Consideration and the acquired NAV of MNACT as at 31 March 2021 are initially capitalised to the cost of the properties and subsequently recognised at fair value at the period end.

(3) Includes an additional S$486.5 million in investment property value and an additional S$7.2 million in non-controlling interest, attributable to HPB. Assumes that an additional S$231.5 million of debt (net of financing cost) was drawn down, and an additional S$247.8 million in perpetual securities (net of issue cost) were issued, on 31 March 2021, to fund the total cost of the HPB acquisition, based on unaudited financial information as at 31 March 2022.

(4) Excludes MCT's reported 2H FY20/21 DPU of 5.32 Singapore cents.

Scrip-Only Consideration

(5) Assumes an additional S$18.1 million of acquisition debt was drawn down on 31 March 2021 to fund the Transaction Costs of the Merger.

(6) Assumes 2,047.9 million Consideration Units are issued, based on the total number of MNACT Units in issue as at 31 March 2021, in satisfaction of the Scrip-Only Consideration, at an illustrative issue price of S$2.0039 per Consideration Unit, being the Scheme Issue Price.

Cash-and-Scrip Consideration and Cash-Only Consideration

(7) Assumes that an additional S$231.9 million of acquisition debt was drawn down and S$200.0 million of perpetual securities were issued on 31 March 2021 to fund up to S$411.3 million of the cash component of the Scheme Consideration and the Transaction Costs of the Merger.

Cash-and-Scrip Consideration

(8) Assumes 1,842.6 million Consideration Units are issued, based on the total number of MNACT Units in issue as at 31 March 2021, in satisfaction of the scrip component of the Scheme Consideration, at an illustrative price of S$2.0039 per Consideration Unit, being the Scheme Issue Price.

Cash-Only Consideration

(9) Assumes 1,842.6 million MCT Units are issued, comprising (i) 765.0 million Consideration Units in satisfaction of the scrip component to MIPL, who has elected to receive the Scrip-Only Consideration in respect of all its MNACT Units and (ii) 1,077.6 million Preferential Offering Units in satisfaction of the additional cash requirement for the Cash-Only Consideration, based on the total number of MNACT Units issued as at 31 March 2021, at an illustrative issue price of S$2.0039, being the Scheme Issue Price.

As mentioned under paragraph 1.2(i), the MCT Manager wishes to set out below the possible impact to NAV per unit due to foreign exchange movements.

For every 5.0% appreciation (or depreciation) in the HKD, RMB or JPY against the SGD, the change to NAV per unit and NAV per unit (ex-distribution), assuming other conditions remain constant, are as set out below:

	Assuming all MNACT Unitholders elect to receive Scrip-Only Consideration		**Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive Cash-and-Scrip Consideration**		**Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive Cash-Only Consideration**	
NAV per unit (S$)[(1)]	1.88		1.87		1.87	
NAV per unit (ex-distribution) (S$)[(1)]	1.83		1.82		1.82	
	Impact to pro forma NAV per unit and NAV per unit (ex-distribution)					
	Appreciate by 5%	Depreciate by 5%	Appreciate by 5%	Depreciate by 5%	Appreciate by 5%	Depreciate by 5%
HKD (S$)	0.02	(0.02)	0.02	(0.02)	0.02	(0.02)
RMB (S$)	0.02	(0.02)	0.02	(0.02)	0.02	(0.02)
JPY (S$)	*	*	*	*	*	*

Note: * Less than +/- S$0.01.

(1) Rounded NAV per unit and NAV per unit (ex-distribution) figures.

1.3 Pro Forma Aggregate Leverage

(i) As at 31 March 2022 (FY21/22)

	Effects of Merger			
		Post-Merger[(1)]		
	Before Merger	**Assuming all MNACT Unitholders elect to receive Scrip-Only Consideration**	**Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive Cash-and-Scrip Consideration**	**Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive Cash-Only Consideration**
Aggregate leverage (based on gross borrowings)	33.5%	37.5%	38.8%	38.8%

Note: The pro forma financial effects of the Merger on MCT and the Merged Entity have been prepared based on the MCT FY21/22 Unaudited Financial Statements and the MNACT FY21/22 Unaudited Financial Statements.

(1) Assumptions are the same as those set out in paragraph 1.2(i).

MNACT and the Merged Entity are mainly exposed to movement in the HKD, RMB and JPY foreign currencies. As such, the MCT Manager wishes to set out below the possible impact on aggregate leverage due to foreign exchange movements, which has been mitigated by the capital hedges put in place as part of the MNACT Manager's risk management strategy.

For every 5.0% appreciation (or depreciation) in the HKD, RMB or JPY against the SGD, the change to aggregate leverage, assuming other conditions remain constant, are as set out below:

	Assuming all MNACT Unitholders elect to receive Scrip-Only Consideration		**Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive Cash-and-Scrip Consideration**		**Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive Cash-Only Consideration**	
Aggregate leverage	37.5%		38.8%		38.8%	
	**Impact to aggregate leverage (percentage points ("p.p.")) **					
	Appreciate by 5%	Depreciate by 5%	Appreciate by 5%	Depreciate by 5%	Appreciate by 5%	Depreciate by 5%
HKD	+0.1 p.p.	-0.1 p.p.	+0.1 p.p.	-0.1 p.p.	+0.1 p.p.	-0.1 p.p.
RMB	-0.2 p.p.	+0.2 p.p.	-0.2 p.p.	+0.2 p.p.	-0.2 p.p.	+0.2 p.p.
JPY	+0.2 p.p.	-0.2 p.p.	+0.2 p.p.	-0.2 p.p.	+0.2 p.p.	-0.2 p.p.

(ii) **As at 31 March 2021 (FY20/21)**

	Effects of Merger			
		Post-Merger(1)		
	Before Merger	**Assuming all MNACT Unitholders elect to receive Scrip-Only Consideration**	**Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive Cash-and-Scrip Consideration**	**Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive Cash-Only Consideration**
Aggregate leverage (based on gross borrowings)	33.9%	38.0%	39.2%	39.2%

Note: The pro forma financial effects of the Merger on MCT and the Merged Entity have been prepared based on the FY20/21 Audited Financial Statements of the MCT Group and the MNACT Group.

(1) Assumptions are the same as those set out in paragraph 1.2(ii).

As mentioned under paragraph 1.3(i), the MCT Manager wishes to set out below the possible impact to aggregate leverage due to foreign exchange movements.

For every 5.0% appreciation (or depreciation) in the HKD, RMB or JPY against the SGD, the change to aggregate leverage, assuming other conditions remain constant, are as set out below:

	Assuming all MNACT Unitholders elect to receive Scrip-Only Consideration		**Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive Cash-and-Scrip Consideration**		**Assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive Cash-Only Consideration**	
Aggregate leverage	38.0%		39.2%		39.2%	
	Impact to aggregate leverage					
	Appreciate by 5%	Depreciate by 5%	Appreciate by 5%	Depreciate by 5%	Appreciate by 5%	Depreciate by 5%
HKD	+0.1 p.p.	-0.1 p.p.	+0.1 p.p.	-0.1 p.p.	+0.1 p.p.	-0.1 p.p.
RMB	-0.2 p.p.	+0.2 p.p.	-0.2 p.p.	+0.2 p.p.	-0.2 p.p.	+0.2 p.p.
JPY	+0.1 p.p.	-0.1 p.p.	+0.1 p.p.	-0.1 p.p.	+0.1 p.p.	-0.1 p.p.

SCHEDULE I

INFORMATION ON FEES

PART 1 – CURRENT MANAGEMENT FEE STRUCTURES OF MCT AND MNACT AND REVISED MANAGEMENT FEE STRUCTURE OF THE MERGED ENTITY

Fees	MCT	MNACT	Merged Entity
Base Fee	MCT Manager Not more than 0.25% per annum of the Value of the Deposited Property (each as defined in the MCT Trust Deed).	MNACT Manager 10.0% per annum of the Distributable Income (as defined in the MNACT Trust Deed).	MCT Manager (as the manager of the Merged Entity) 10.0% per annum of the Distribution Amount (as defined in the MCT Trust Deed) (calculated before accounting for the Base Fee and the Performance Fee).
Performance Fee	MCT Manager 4.0% of the Net Property Income (as defined in the MCT Trust Deed) for each financial year.	MNACT Manager 25.0% of the difference in DPU in a financial year with the DPU in the preceding financial year (calculated before accounting for the performance fee in that financial year), multiplied by the weighted average number of units in issue for such financial year. The performance fee is payable if the DPU in respect of any financial year exceeds the DPU in the preceding financial year, notwithstanding that the DPU in such relevant financial year may be less than the DPU in the financial year prior to the preceding financial year. As announced by the MNACT Manager on 25 September 2020, in consideration of the impact of COVID-19 on MNACT's distributions to the MNACT Unitholders and to demonstrate the MNACT Manager's commitment to align its interest with the MNACT Unitholders, the MNACT Manager will waive its entitlement to any performance fee as provided under the MNACT Trust Deed until such time that the DPU exceeds 7.124 Singapore cents, which was the DPU achieved in the financial year ended 31 March 2020, prior to the full year impact of COVID-19.	MCT Manager (as the manager of the Merged Entity) 25.0% of the difference in DPU in a financial year with the DPU in the preceding financial year (calculated before accounting for the performance fee but after accounting for the base fee in that financial year), multiplied by the weighted average number of the Merged Entity's units in issue for such financial year.

Fees	MCT	MNACT	Merged Entity
Acquisition Fee	MCT Manager Not more than 1.0% of each of the following as is applicable (subject to there being no double-counting): (a) the acquisition price of any real estate purchased, whether directly or indirectly through one or more special purpose vehicles, by the MCT Trustee on behalf of MCT (plus any other payments in addition to the acquisition price made by the MCT Trustee on behalf of MCT or its special purpose vehicles to the vendor in connection with the purchase of the real estate) (pro-rated, if applicable, to the proportion of MCT's interest); (b) the underlying value of any real estate which is taken into account when computing the acquisition price payable for the equity interests of any vehicle holding directly or indirectly the real estate, purchased, whether directly or indirectly through one or more special purpose vehicles, by the MCT Trustee on behalf of MCT (plus any additional payments made by the MCT Trustee on behalf of MCT or its special purpose vehicles to the vendor in connection with the purchase of such equity interests) (pro-rated, if applicable, to the proportion of MCT's interest); or (c) the acquisition price of any investment purchased by the MCT Trustee on behalf of MCT, whether directly or indirectly through one or more special purpose vehicles, in any debt securities of any property corporation or other special purpose vehicle owning or acquiring real estate or any debt securities which are secured whether directly or indirectly by the rental income from real estate.	MNACT Manager Not exceeding 0.75% for acquisitions from related parties and 1.0% of all other cases of each of the following as is applicable (subject to there being no double-counting): (a) the acquisition price of any real estate purchased, whether directly or indirectly through one or more special purpose vehicles, by the MNACT Trustee on behalf of MNACT (plus any other payments in addition to the acquisition price made by the MNACT Trustee on behalf of MNACT or its special purpose vehicles to the vendor in connection with the purchase of the real estate) (pro-rated, if applicable, to the proportion of MNACT's interest); (b) the underlying value of any real estate which is taken into account when computing the acquisition price payable for the equity interests of any vehicle holding directly or indirectly the real estate, purchased, whether directly or indirectly through one or more special purpose vehicles, by the MNACT Trustee on behalf of MNACT (plus any additional payments made by the MNACT Trustee on behalf of MNACT or its special purpose vehicles in connection with the purchase of such equity interests) (pro-rated, if applicable, to the proportion of MNACT's interest); or (c) the acquisition price of any investment purchased by the MNACT Trustee on behalf of MNACT, whether directly or indirectly through one or more special purpose vehicles, in any debt securities of any property corporation or other special purpose vehicle owning or acquiring real estate or any debt securities which are secured whether directly or indirectly by the rental income from real estate.	MCT Manager (as the manager of the Merged Entity) (No change from the acquisition fee under the existing MCT Trust Deed – see "MCT" column on the left.)

Fees	MCT	MNACT	Merged Entity
Divestment Fee	MCT Manager Not more than 0.5% of each of the following as is applicable (subject to there being no double-counting): (a) the sale price of real estate sold or divested, whether directly or indirectly through one or more special purpose vehicles, by the MCT Trustee acting on behalf of MCT (plus any other payments in addition to the sale price received by the MCT Trustee on behalf of MCT or its special purpose vehicles from the purchaser in connection with the sale or divestment of the property) (pro-rated, if applicable, to the proportion of MCT's interest); (b) the underlying value of any real estate which is taken into account when computing the sale price for the equity interests in any vehicle holding directly or indirectly the real estate, sold or divested, whether directly or indirectly through one or more special purpose vehicles, by the MCT Trustee on behalf of MCT (plus any additional payments received by the MCT Trustee on behalf of MCT or its special purpose vehicles from the purchaser in connection with the sale or divestment of such equity interests) (pro-rated, if applicable, to the proportion of MCT's interest); or (c) the sale price of any investment sold or divested by the MCT Trustee acting on behalf of MCT, whether directly or indirectly through one or more special purpose vehicles, in any debt securities of any property corporation or other special purpose vehicle owning or acquiring real estate or any debt securities which are secured whether directly or indirectly by the rental income from real estate.	MNACT Manager Not more than 0.5% of each of the following as is applicable (subject to there being no double-counting): (a) the sale price of real estate sold or divested, whether directly or indirectly through one or more special purpose vehicles, by the MNACT Trustee acting on behalf of MNACT (plus any other payments in addition to the sale price received by the MNACT Trustee on behalf of MNACT or its special purpose vehicles from the purchaser in connection with the sale or divestment of the property) (pro-rated, if applicable, to the proportion of MNACT's interest); (b) the underlying value of any real estate which is taken into account when computing the sale price for the equity interests in any vehicle holding directly or indirectly the real estate, sold or divested, whether directly or indirectly through one or more special purpose vehicles, by the MNACT Trustee on behalf of MNACT (plus any additional payments received by the MNACT Trustee on behalf of MNACT or its special purpose vehicles from the purchaser in connection with the sale or divestment of such equity interests) (pro-rated, if applicable, to the proportion of MNACT's interest); or (c) the sale price of any investment sold or divested by the MNACT Trustee acting on behalf of MNACT, whether directly or indirectly through one or more special purpose vehicles, in any debt securities of any property corporation or other special purpose vehicle owning or acquiring real estate or any debt securities which are secured whether directly or indirectly by the rental income from real estate.	MCT Manager (as the manager of the Merged Entity) (No change from the divestment fee under the existing MCT Trust Deed – see "MCT" column on the left.)

Fees	MCT	MNACT	Merged Entity
Changes to Fee Structure	By way of Extraordinary Resolution of MCT Unitholders.	By way of Extraordinary Resolution of MNACT Unitholders.	By way of Extraordinary Resolution of the unitholders of the Merged Entity.

In accordance with MCT's current fee structure, there will be no change to the MCT Manager's ability to elect to receive the base fee and performance fee in cash or MCT Units or a combination of cash and MCT Units (as it may in its sole discretion determine).

The summary in this **Schedule I, Part 1** should be read in conjunction with, and in the context of, the MCT Trust Deed, the MNACT Trust Deed and the management fee supplement to amend the MCT Trust Deed to reflect the revised management fee structure as set out in Schedule 2 of the MCT Circular.

PART 2 – OTHER FEES RELATING TO THE MCT PROPERTIES

Type of Fees	Fees
Property Management Fees(1)	The MCT Property Manager is entitled to a property management fee for each of MCT's properties located in Singapore under its management which comprises the following: (i) 2.0% per annum of MCT's Gross Revenue[52] for the relevant property; (ii) 2.0% per annum of MCT's Net Property Income[53] for the relevant property (calculated before accounting for the property management fee in that financial period); and (iii) 0.5% per annum of MCT's Net Property Income for the relevant property (calculated before accounting for the property management fee in that financial period for the relevant property) in lieu of leasing commissions otherwise payable to the MCT Property Manager and/or third party agents.
Project Management Fees(1)	In relation to the development and redevelopment of each of MCT's properties located in Singapore (if not prohibited by the Property Funds Appendix or if otherwise permitted by the MAS), the refurbishment, retrofitting and renovation works on such a property, the MCT Property Manager is entitled to a project management fee to be mutually agreed in writing between the MCT Manager, the MCT Trustee and the MCT Property Manager. Such project management fee shall be subject to: (i) a limit of up to 3.0% of the total construction costs; and (ii) an opinion issued by an independent quantity surveyor, to be appointed by the MCT Trustee upon recommendation by the MCT Manager, that the project management fee is within market norms and reasonable range.

Note:

(1) These fees will continue to apply post-Merger.

[52] MCT's Gross Revenue consists of: MCT's Gross Rental Income and other income earned from the relevant property, including car park revenue, advertising and other income attributable to the operation of the MCT Properties. MCT's Gross Rental Income consists of: (i) a fixed rent component which includes base rent (after rent rebates, refunds, credits or discounts and rebates for rent free periods, where applicable, but excluding turnover rent), service charges and advertisement and promotion fund contribution payable by tenants; and (ii) a turnover rent component which is generally calculated as a percentage of the tenant's gross turnover.

[53] Refers to MCT's Gross Revenue less property operating expenses.

PART 3 – OTHER FEES RELATING TO THE MNACT PROPERTIES

Type of Fees	Fees
Property Management Fees (payable to MNAPML, Mapletree Korea Management Co., Ltd. and Mapletree Management Services Japan Kabushiki Kaisha)[(1)]	Pursuant to property management agreements entered into with MNAPML (in relation to the China and Hong Kong SAR properties), Mapletree Korea Management Co., Ltd. (in relation to the Korean property) ("**MKM**") and Mapletree Management Services Japan Kabushiki Kaisha (in relation to the Japan properties) ("**MMSJ**" and together with MNAPML and MKM, collectively the "**MNACT Property Managers**"), the MNACT Property Managers have been engaged to provide property management services for the properties in MNACT's portfolio. The fees payable to each of the MNACT Property Managers are as set out in their respective property management agreements, and are generally as follows: <u>Property Management Services</u> (i) 2.0% per annum of the gross revenue for the property or properties managed by each of them; (ii) 2.0% per annum of the net property income[54] for the property or properties managed by each of them; and (iii) (applicable to MNAPML and MMSJ only) 20.0% of all fees paid to third party service providers (for supervising and overseeing of the services rendered by the third party service providers where any services are provided by the third party service providers). <u>Marketing Services (applicable to MNAPML only)</u> (i) Up to one month's gross rent inclusive of service charge, for securing a tenancy of three years or less; (ii) up to two months' gross rent inclusive of service charge, for securing a tenancy of more than three years; (iii) up to 0.5 month's gross rent inclusive of service charge, for securing a renewal of tenancy of three years or less; and (iv) up to one month's gross rent inclusive of service charge, for securing a renewal of tenancy of more than three years. MNAPML is not entitled to any marketing services commissions if such service is (1) performed by staff of the MNACT Manager or MNACT's subsidiaries or (2) performed by third party service providers.

[54] Refers to gross revenue less property expenses.

Type of Fees	Fees
	Project Management Services (applicable to MNAPML and MMSJ only) In relation to the development and redevelopment of a property managed by MNAPML and MMSJ (if not prohibited by the Property Funds Appendix or if otherwise permitted by the MAS), the refurbishment, retrofitting and renovation works on such a property, each of MNAPML and MMSJ is entitled to a project management fee to be agreed in writing. Such project management fee shall be subject to (i) a limit of up to 3.0% of the total construction costs, and (ii) (in the event that the project management fee is more than S$100,000 (or its equivalent in Japanese yen)) an opinion issued by an independent quantity surveyor, to be appointed for or on behalf of MNACT (or for the benefit of its interests in the Japanese properties), that the project management fee is within market norms and reasonable range. Festival Walk staff costs reimbursement (applicable to MNAPML only) MNAPML employs the centre management team of Festival Walk in Hong Kong SAR, and also employs the persons to run The Glacier (which is the ice rink business of Festival Walk). MNAPML is entitled (i) to be reimbursed for the cost of employing the centre management team of Festival Walk and the persons to run The Glacier (which is the ice rink business of Festival Walk) and (ii) to receive an administrative cost based on a margin of 3.0% of such employment cost.
Japan Asset Management Fees (payable to Mapletree Investments Japan Kabushiki Kaisha)(1)	Pursuant to asset management agreements entered into with Mapletree Investments Japan Kabushiki Kaisha ("**MIJ**"), MIJ has been appointed as the asset manager of MNACT's Japan properties. The asset management fees payable to MIJ under the relevant asset management agreements will be a fee payable on a quarterly basis in arrears, on or before the last day of each quarter (save that the first payment shall be paid on a pro-rated basis if applicable), amounting to 10.0% per annum of GK Makuhari Blue's or Tsubaki Tokutei Mokuteki Kaisha's distributable income as the case may be. In view of the fees payable to MIJ, the MNACT Manager has elected to waive the base fee which it is otherwise entitled to under the MNACT Trust Deed in respect of the Japan properties for so long as the MNACT Manager and MIJ are wholly-owned by MIPL and MIJ continues to receive asset management fees in respect of the Japan properties. In the event that the waiver ceases to apply, the MNACT Manager will make the necessary announcement on SGXNET and give prior notification to the SGX-ST.

Note:

(1) These fees will continue to apply post-Merger.

PART 4 – FEE STRUCTURE OF THE MERGED ENTITY

The fee structure of the Merged Entity will be as follows.

Management Fees[1]	
Base Fee	10.0% of the distributable income of the Merged Entity (calculated before accounting for the base fee and performance fee).
Performance Fee	25.0% of the difference in DPU in a financial year with the DPU in the preceding financial year (calculated before accounting for the performance fee, but after accounting for the base fee in that financial year), multiplied by the weighted average number of the Merged Entity's units in issue for such financial year.
Acquisition Fee[2]	Not more than 1.0% of each of the following as is applicable (subject to there being no double-counting): (a) the acquisition price of any real estate purchased, whether directly or indirectly through one or more special purpose vehicles, by the trustee of the Merged Entity on behalf of the Merged Entity (plus any other payments in addition to the acquisition price made by the trustee of the Merged Entity on behalf of the Merged Entity or its special purpose vehicles to the vendor in connection with the purchase of the real estate) (pro-rated, if applicable, to the proportion of the Merged Entity's interest); (b) the underlying value of any real estate which is taken into account when computing the acquisition price payable for the equity interests of any vehicle holding directly or indirectly the real estate, purchased, whether directly or indirectly through one or more special purpose vehicles, by the trustee of the Merged Entity on behalf of the Merged Entity (plus any additional payments made by the trustee of the Merged Entity on behalf of the Merged Entity or its special purpose vehicles to the vendor in connection with the purchase of such equity interests) (pro-rated, if applicable, to the proportion of the Merged Entity's interest); or (c) the acquisition price of any investment purchased by the trustee of the Merged Entity on behalf of the Merged Entity, whether directly or indirectly through one or more special purpose vehicles, in any debt securities of any property corporation or other special purpose vehicle owning or acquiring real estate or any debt securities which are secured whether directly or indirectly by the rental income from real estate.

Management Fees[1]	
Divestment Fee[2]	Not more than 0.5% of each of the following as is applicable (subject to there being no double-counting): (a) the sale price of real estate sold or divested, whether directly or indirectly through one or more special purpose vehicles, by the trustee of the Merged Entity acting on behalf of the Merged Entity (plus any other payments in addition to the sale price received by the trustee of the Merged Entity on behalf of the Merged Entity or its special purpose vehicles from the purchaser in connection with the sale or divestment of the property) (pro-rated, if applicable, to the proportion of the Merged Entity's interest); (b) the underlying value of any real estate which is taken into account when computing the sale price for the equity interests in any vehicle holding directly or indirectly the real estate, sold or divested, whether directly or indirectly through one or more special purpose vehicles, by the trustee of the Merged Entity on behalf of the Merged Entity (plus any additional payments received by the trustee of the Merged Entity on behalf of the Merged Entity or its special purpose vehicles from the purchaser in connection with the sale or divestment of such equity interests) (pro-rated, if applicable, to the proportion of the Merged Entity's interest); or (c) the sale price of any investment sold or divested by the trustee of the Merged Entity acting on behalf of the Merged Entity, whether directly or indirectly through one or more special purpose vehicles, in any debt securities of any property corporation or other special purpose vehicle owning or acquiring real estate or any debt securities which are secured whether directly or indirectly by the rental income from real estate.
Trustee's Fee[1],[2]	
Not more than 0.1% per annum of the Value of the Deposited Property (each as defined in the MCT Trust Deed), subject to a minimum of S$12,000 per month excluding all reasonable out-of-pocket expenses and all applicable goods and services tax.	

Notes:

(1) This summary should be read in conjunction with, and in the context of, the MCT Trust Deed.

(2) This is the same rate as presently adopted by MCT.

SCHEDULE J

ADDITIONAL GENERAL INFORMATION

1. ADDITIONAL ARRANGEMENTS

1.1 No Agreement having any Connection with or Dependence upon the Trust Scheme

As at the Latest Practicable Date, save as disclosed in this Offeror's Letter, the MCT Circular and the Scheme Document, there is no agreement, arrangement or understanding between (i) any member of the MCT Concert Party Group, and (ii) any of the current or recent directors of the MNACT Manager or the MNACT Trustee (acting in its capacity as trustee of MNACT) or any of the current or recent MNACT Unitholders having any connection with or dependence upon the Trust Scheme.

1.2 No Agreement Conditional upon Outcome of Trust Scheme

As at the Latest Practicable Date, save as disclosed in this Offeror's Letter, the MCT Circular and the Scheme Document, there is no agreement, arrangement or understanding between (i) MCT, the MCT Manager and the MCT Trustee, and (ii) any of the directors of the MNACT Manager or the MNACT Trustee (acting in its capacity as trustee of MNACT) or any other person in connection with or conditional upon the outcome of the Trust Scheme or is otherwise connected with the Trust Scheme.

1.3 Transfer of MNACT Units

As at the Latest Practicable Date, save as disclosed in this Offeror's Letter, the MCT Circular and the Scheme Document, there is no agreement, arrangement or understanding whereby any MNACT Units acquired pursuant to the Trust Scheme will be transferred to any other person. MCT, however, reserves the right to transfer any MNACT Units to any member of the MCT Concert Party Group or for the purpose of granting security in favour of financial institutions which have extended or shall extend credit facilities to it.

1.4 No Indemnity Arrangements

None of the members of the MCT Concert Party Group has entered into any arrangement with any person of the kind referred to in Note 7 on Rule 12 of the Code, including indemnity or option arrangements, and any agreement or understanding, formal or informal, of whatever nature, relating to the MNACT Securities and/or MCT Securities which may be an inducement to deal or refrain from dealing in MNACT Securities and/or MCT Securities.

1.5 No Payment or Benefit to Directors of the MNACT Manager and MNACT Trustee

As at the Latest Practicable Date, save as disclosed in this Offeror's Letter, the MCT Circular and the Scheme Document, there is no agreement, arrangement or understanding for any payment or other benefit to be made or given to any director of the MNACT Manager or the MNACT Trustee (acting in its capacity as trustee of MNACT) or any of their related corporations (within the meaning of Section 6 of the Companies Act 1967) as compensation for loss of office or otherwise in connection with the Trust Scheme.

1.6 Service Contracts of Directors of the MCT Manager

As at the Latest Practicable Date, save as disclosed in this Offeror's Letter, the MCT Circular and the Scheme Document, there is no agreement, arrangement or understanding between (i) any member of the MCT Concert Party Group, and (ii) any of the directors of the MCT Manager, whereby the emoluments received or to be received by the directors of the MCT Manager will be varied or affected by the Trust Scheme.

2. OTHER DISCLOSURES IN RELATION TO MNACT

2.1 Material Changes in the Financial Position of MNACT

As at the Latest Practicable Date, save in relation to and in connection with the Merger and the Trust Scheme (including financing the Merger and the Trust Scheme and the costs and expenses incurred or to be incurred in connection with the Merger and the Trust Scheme) and as disclosed in the Scheme Document and any other information which is publicly available (including, without limitation, the announcements released by the MNACT Manager, on behalf of MNACT, on SGXNET), there has not been, to the knowledge of the MCT Manager, any material change in the financial position or prospects of MNACT since the date of the last balance-sheet laid before the MNACT Unitholders in a general meeting.

2.2 Transfer Restrictions of the MNACT Units

Subject to and upon the amendment of the MNACT Trust Deed in the manner set out in the Letter to MNACT Unitholders in the Scheme Document, the MNACT Trust Deed does not contain any restrictions on the right to transfer the MNACT Units in connection with the Merger or the Trust Scheme.

3. MARKET QUOTATIONS FOR MNACT UNITS

3.1 Closing Prices on the MNACT Units

The closing prices of the MNACT Units on the SGX-ST, as reported by Bloomberg L.P., on (i) the Last Trading Day, was S$1.110, and (ii) the Latest Practicable Date was S$1.230.

The last transacted prices and aggregate trading volume of the MNACT Units on the SGX-ST on a monthly basis from June 2021 to November 2021 (being the six calendar months preceding the Joint Announcement Date), as reported by Bloomberg L.P., are set out below:

Month	Last Transacted Price (S$)	Volume of MNACT Units Traded
June 2021	1.040	132,311,200
July 2021	1.010	120,745,900
August 2021	0.990	90,495,345
September 2021	0.965	162,467,600
October 2021	1.020	153,427,400
November 2021	1.000	184,606,100

3.2 Highest and Lowest Prices of the MNACT Units.

During the period commencing six months prior to the Joint Announcement Date and ending on the Latest Practicable Date, the highest and lowest closing prices of the MNACT Units on the SGX-ST, as reported by Bloomberg L.P., are as follows:

3.2.1 highest closing price: S$1.230 on 23 March 2022; and

3.2.2 lowest closing price: S$0.955 on 20 September 2021.

4. MARKET QUOTATIONS FOR MCT UNITS

4.1 Closing Prices on the MCT Units

The closing prices of the MCT Units on the SGX-ST, as reported by Bloomberg L.P., on (i) the Last Trading Day was S$2.000, and (ii) the Latest Practicable Date was S$1.870.

The last transacted prices and aggregate trading volume of the MCT Units on the SGX-ST on a monthly basis from June 2021 to November 2021 (being the six calendar months preceding the Joint Announcement Date), as reported by Bloomberg L.P., are set out below:

Month	Last Transacted Price (S$)	Volume of MCT Units Traded
June 2021	2.160	154,160,500
July 2021	2.160	164,514,200
August 2021	2.030	200,665,700
September 2021	2.070	212,500,359
October 2021	2.180	140,890,000
November 2021	2.040	178,065,300

4.2 Highest and Lowest Prices of the MCT Units

During the period commencing six months prior to the Joint Announcement Date and ending on the Latest Practicable Date, the highest and lowest closing prices of the MCT Units on the SGX-ST, as reported by Bloomberg L.P., are as follows:

4.2.1 highest closing price: S$2.190 on 6 July 2021; and

4.2.2 lowest closing price: S$1.790 on 7 February 2022.

5. CONSENTS AND DOCUMENTS FOR INSPECTION

5.1 Consent from the MCT Financial Adviser

The MCT Financial Adviser has given and has not withdrawn its written consent to the issue of this Offeror's Letter with the inclusion of its name and all references thereto in the form and context in which they appear in this Offeror's Letter.

5.2 Consent from the MCT Independent Valuers

Each of the MCT Independent Valuers has given and has not withdrawn its written consent to, among others, the issue of this Offeror's Letter with the inclusion of its name and all references to its name and (where applicable) valuation reports and valuation certificates in the form and context in which they are included in this Offeror's Letter.

5.3 Documents Available for Inspection

Copies of the following documents are available for inspection at the registered office of the MCT Manager at 10 Pasir Panjang Road, #13-01, Mapletree Business City, Singapore 117438 during normal business hours from the Latest Practicable Date up to the Effective Date[55]:

5.3.1 the Implementation Agreement (including the supplemental implementation agreement dated 28 January 2022 and the amendment and restatement agreement dated 21 March 2022);

5.3.2 the MCT Trust Deed;

5.3.3 the annual reports of MCT for FY19/20 and FY20/21;

5.3.4 the MCT 1H FY21/22 Unaudited Financial Statements;

5.3.5 the MCT FY21/22 Unaudited Financial Statements;

5.3.6 the MCT Valuation Certificates; and

5.3.7 the letters of consent referred to in paragraphs 5.1 and 5.2 above.

[55] Due to the current COVID-19 situation in Singapore, inspection shall be further subject to any applicable control order or regulatory restriction relating to safe distancing which may be issued by the relevant authorities. Prior appointment with the MCT Manager is required. Please contact MCT Investor Relations at email: **enquiries_mct@mapletree.com.sg** or tel: +65 6377 6111 (between 9.00 a.m. and 5.00 p.m. Monday to Friday (excluding public holidays)).

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1. **DIRECTORS**

The names, addresses and designations of the MNACT Directors as at the Latest Practicable Date are as follows:

Name	Address	Designation
Paul Ma Kah Woh	10 Pasir Panjang Road #13-01 Mapletree Business City Singapore 117438	Non-Executive Chairman and Director
Lawrence Wong Liang Ying	10 Pasir Panjang Road #13-01 Mapletree Business City Singapore 117438	Lead Independent Non-Executive Director
Tan Su Shan	10 Pasir Panjang Road #13-01 Mapletree Business City Singapore 117438	Independent Non-Executive Director
Chiang Sui Fook Lilian	10 Pasir Panjang Road #13-01 Mapletree Business City Singapore 117438	Independent Non-Executive Director
Chua Kim Chiu	10 Pasir Panjang Road #13-01 Mapletree Business City Singapore 117438	Independent Non-Executive Director
Pascal Jean-Louis Lambert	10 Pasir Panjang Road #13-01 Mapletree Business City Singapore 117438	Independent Non-Executive Director
Kevin Kwok	10 Pasir Panjang Road #13-01 Mapletree Business City Singapore 117438	Non-Executive Director
Lok Vi Ming	10 Pasir Panjang Road #13-01 Mapletree Business City Singapore 117438	Non-Executive Director
Michael Kok Pak Kuan	10 Pasir Panjang Road #13-01 Mapletree Business City Singapore 117438	Non-Executive Director

Name	Address	Designation
Chua Tiow Chye	10 Pasir Panjang Road #13-01 Mapletree Business City Singapore 117438	Non-Executive Director
Wendy Koh Mui Ai	10 Pasir Panjang Road #13-01 Mapletree Business City Singapore 117438	Non-Executive Director
Cindy Chow Pei Pei	10 Pasir Panjang Road #13-01 Mapletree Business City Singapore 117438	Executive Director and Chief Executive Officer

2. PRINCIPAL ACTIVITIES

MNACT is the first and only North Asia focused commercial REIT listed in Singapore that aims to invest, directly or indirectly, in a diversified portfolio of income-producing real estate in China, Hong Kong SAR, Japan and South Korea which is used primarily for commercial purposes (including real estate used predominantly for retail and/or offices), as well as real-estate related assets. Listed on the SGX-ST on 7 March 2013, MNACT has a market capitalisation of S$3.9 billion as at the Last Trading Day (i.e. 27 December 2021). As at the Joint Announcement Date, MNACT has a portfolio of 13 properties[1] located in China, Hong Kong SAR, Japan and South Korea, with a NLA of 5.9 million sq ft.

3. MNACT UNITS

3.1 MNACT Units

As at the Latest Practicable Date, MNACT has 3,527,974,156 MNACT Units in issue.

On 20 May 2021, MNACT issued 8,529,590 MNACT Units at S$1.0234 per MNACT Unit to the MNACT Manager as payment of the base fee for the period from 1 October 2020 to 31 March 2021 (both dates inclusive).

On 20 May 2021, MNACT issued 4,898,819 MNACT Units at S$1.0234 per MNACT Unit to MNAPML as payment for services provided (including property management services, marketing services and project management services) for the period from 1 October 2020 to 31 March 2021 (both dates inclusive).

On 21 June 2021, MNACT issued 41,089,325 MNACT Units at S$1.0449 per MNACT Unit pursuant to the MNACT Distribution Reinvestment Plan.

On 19 November 2021, MNACT issued 9,627,017 MNACT Units at S$0.9716 per MNACT Unit to the MNACT Manager as payment of the base fee for the period from 1 April 2021 to 30 September 2021 (both dates inclusive).

[1] This includes 50.0% effective interest in TPG located in South Korea.

On 19 November 2021, MNACT issued 5,632,165 MNACT Units at S$0.9716 per MNACT Unit to MNAPML as payment for services provided (including property management services, marketing services and project management services) for the period from 1 April 2021 to 30 September 2021 (both dates inclusive).

On 24 December 2021, MNACT issued 23,860,302 MNACT Units at S$0.9630 per MNACT Unit pursuant to the MNACT Distribution Reinvestment Plan.

On 27 April 2022, MNACT issued 7,384,974 MNACT Units at S$1.2026 per MNACT Unit to the MNACT Manager as payment of the base fee for the period from 1 October 2021 to 31 March 2022 (both dates inclusive).

On 27 April 2022, MNACT issued 4,206,754 MNACT Units at S$1.2026 per MNACT Unit to MNAPML as payment for services provided (including property management services, marketing services and project management services) for the period from 1 October 2021 to 31 March 2022 (both dates inclusive).

Following the issuances on 27 April 2022, the MNACT Manager holds 203,131,199 MNACT Units and the Property Manager holds 99,992,982 MNACT Units. The total number of MNACT Units in issue as at 27 April 2022 is 3,539,565,884 MNACT Units.

3.2 Rights of MNACT Unitholders in respect of Capital, Distributions and Voting

Selected texts of the MNACT Trust Deed relating to the rights of MNACT Unitholders in respect of capital, distributions and voting have been extracted and reproduced in Appendix E to this Scheme Document.

3.3 Issue of MNACT Units

Since 31 March 2021, 93,637,218[2] new MNACT Units have been issued by MNACT. Since 31 March 2022 to the Latest Practicable Date, no new MNACT Units have been issued by MNACT.

3.4 Convertible Instruments

As at the Latest Practicable Date, there are no outstanding MNACT Convertible Securities or instruments convertible into, rights to subscribe for, and options in respect of, MNACT Units or securities which carry voting rights affecting MNACT Units.

4. FINANCIAL INFORMATION

4.1 Consolidated Statement of Profit or Loss

Set out below is certain financial information extracted from the audited consolidated financial statements of the MNACT Group for FY18/19, FY19/20 and FY20/21, and the unaudited consolidated financial statements of the MNACT Group for 1H FY21/22 and FY21/22.

The financial information for FY18/19, FY19/20 and FY20/21 should be read in conjunction with the audited consolidated financial statements of the MNACT Group and the accompanying notes as set out in the annual reports of MNACT for FY18/19, FY19/20 and FY20/21, respectively. The financial information for 1H FY21/22 and FY21/22 should be read

[2] This excludes the issuance of MNACT Units on 27 April 2022 stated in Paragraph 3.1 of this Appendix C.

in conjunction with the unaudited consolidated financial statements of the MNACT Group and the accompanying notes as set out in the unaudited consolidated financial statements of the MNACT Group for 1H FY21/22 and FY21/22.

	MNACT Group Financial Period/Financial Year				
	FY21/22 S$'000	**1H FY21/22 S$'000**	**FY20/21 S$'000**	**FY19/20 S$'000**	**FY18/19 S$'000**
Gross revenue	426,676	215,441	391,415	354,478	408,687
Property operating expenses	(104,735)	(53,562)	(99,375)	(76,991)	(79,657)
Net property income	**321,941**	**161,879**	**292,040**	**277,487**	**329,030**
Interest income	1,730	857	2,050	2,114	1,898
Other non-operating income – insurance proceeds	12,354	–	46,393	–	–
Net foreign exchange gain	1,700	800	1,525	5,110	2,792
Manager's management fees					
– Base fee	(23,922)	(12,247)	(21,591)	(23,217)	(24,378)
– Performance fee	–	–	–	–	(1,560)
Trustee's fee	(826)	(413)	(821)	(787)	(737)
Other trust expenses	(2,936)	(1,416)	(2,461)	(2,112)	(1,495)
Finance costs	(66,106)	(33,240)	(71,595)	(74,901)	(74,264)
Share of results (net of tax) of joint ventures	22,965	2,414	3,428	–	–
Profit before net change in fair value of investments properties and financial derivatives	**266,900**	**118,634**	**248,968**	**183,694**	**231,286**
Net change in fair value of investment properties	(215,399)	–	(480,957)	(17,906)	465,152
Net change in fair value of financial derivatives	2,051	(326)	3,886	(4,070)	(604)
Profit/(loss) before income tax	**53,552**	**118,308**	**(228,103)**	**161,718**	**695,834**
Income tax expense	(31,551)	(19,707)	(36,459)	(37,452)	(61,422)
Profit/(loss) for the period/ year	**22,001**	**98,601**	**(264,562)**	**124,266**	**634,412**
Profit/(loss) attributable to:					
Unitholders	16,759	96,141	(265,788)	123,556	633,933
Perpetual securities holders	5,049	2,010	–	–	–
Non-controlling interest	193	450	1,226	710	479
Profit/(loss) for the period/ year	**22,001**	**98,601**	**(264,562)**	**124,266**	**634,412**
Earnings per MNACT Unit (cents)					
Basic and Diluted	0.480	2.773	(7.857)	3.862	20.291

4.2 **Distribution per MNACT Unit**

Set out below is also a summary of the distribution per MNACT Unit declared in respect of each of FY18/19, FY19/20, FY20/21 and FY21/22. This information was extracted from the annual reports of MNACT for FY18/19, FY19/20 and FY20/21, and the unaudited consolidated financial statements of the MNACT Group for 1H FY21/22, 2H FY21/22 and FY21/22.

	MNACT Group Financial Period/Financial Year			
	FY21/22	**FY20/21**	**FY19/20**	**FY18/19**
Distribution per MNACT Unit (cents)	6.819[(1)]	6.175	7.124	7.690

Note:

(1) The distribution per MNACT Unit for 1H FY21/22 and 2H FY21/22 is 3.426 cents and 3.393 cents respectively.

4.3 **Consolidated Statement of Financial Position**

The audited consolidated statement of financial position of the MNACT Group as at 31 March 2021, being the latest published audited consolidated statement of financial position of the MNACT Group prior to the Latest Practicable Date, is set out below.

The audited consolidated statement of financial position of the MNACT Group as at 31 March 2021 should be read in conjunction with the audited consolidated financial statements of the MNACT Group and the accompanying notes as set out in the annual report of MNACT for FY20/21.

	MNACT Group as at 31 March 2021 S$'000
Non-current assets	
Plant and equipment	3,307
Investment properties	7,674,050
Investment in a joint venture	116,562
Financial derivatives	22,040
Total non-current assets	**7,815,959**
Current assets	
Financial derivatives	1,990
Trade and other receivables	14,596
Inventories	569
Other current assets	3,361
Cash and cash equivalents	252,198
Total current assets	**272,714**
Total assets	**8,088,673**

	MNACT Group as at 31 March 2021 S$'000
Non-current assets	
Non-current liabilities	
Borrowings	3,063,847
Trade and other payables	105,861
Financial derivatives	16,216
Deferred tax liabilities	150,749
Total non-current liabilities	**3,336,673**
Current liabilities	
Borrowings	207,406
Current tax payable	27,805
Trade and other payables	122,060
Lease liabilities	62
Financial derivatives	9,544
Total current liabilities	**366,877**
Total liabilities	**3,703,550**
Net assets	**4,385,123**

Copies of the annual reports of MNACT for FY18/19, FY19/20 and FY20/21 are available for inspection at the registered office of the MNACT Manager at 10 Pasir Panjang Road, #13-01 Mapletree Business City, Singapore 117438 during normal business hours from the date of this Scheme Document up to the Effective Date[2].

On 28 October 2021, MNACT announced the unaudited consolidated financial statements of the MNACT Group for 1H FY21/22 and such results are set out in Appendix F to this Scheme Document.

On 27 January 2022, MNACT announced the MNACT 3Q FY21/22 Financial Statement Highlights, which included the review reports from the MNACT Auditor on the condensed interim financial statements of the MNACT Group for 3Q FY21/22 and the MNACT IFA on the MNACT 3Q FY21/22 Unaudited Financial Statements in accordance with Rule 25.6 of the Takeover Code[3].

[2] Prior appointment with the MNACT Manager is required. Please contact MNACT Investor Relations (Tel: 6807 4211) during normal business hours.

[3] Copies of the MNACT 3Q FY21/22 Unaudited Financial Statements and the review reports are available on MNACT's website at www.mapletreenorthasiacommercialtrust.com and the website of the SGX-ST at www.sgx.com/securities/company-announcements.

On 19 April 2022, MNACT announced the unaudited consolidated financial statements of the MNACT Group for 2H FY21/22 and FY21/22, which included the review reports from the MNACT Auditor on the condensed interim financial statements of the MNACT Group for 2H FY21/22 and the MNACT IFA on the MNACT 2H FY21/22 Unaudited Financial Statements and the MNACT FY21/22 Unaudited Financial Statements in accordance with Rule 25.6 of the Takeover Code. Such results, together with such reports, are set out in Appendix G to this Scheme Document.

4.4 **Material Changes in Financial Position**

Save in relation to and in connection with the Merger and the Trust Scheme (including the costs and expenses incurred or to be incurred in connection with the Merger and the Trust Scheme) and as disclosed in this Scheme Document, the unaudited consolidated financial statements of the MNACT Group for 1H FY21/22, the 2H FY21/22, the FY21/22 and any other information on the MNACT Group which is publicly available (including without limitation, the announcements released by the MNACT Manager, on behalf of MNACT, on the SGXNET), there have been no material changes in the financial position of MNACT since 31 March 2021, being the date of the last published audited consolidated financial statements of the MNACT Group.

4.5 **Significant Accounting Policies**

The significant accounting policies for the MNACT Group are set out in the notes to the audited consolidated financial statements of the MNACT Group for FY20/21 (a copy of which is available for inspection as set out in Paragraph 11 of this Appendix C) and the unaudited consolidated financial statements of the MNACT Group for 2H FY21/22 and FY21/22 (see Appendix G). Save as disclosed in the notes to the audited consolidated financial statements of the MNACT Group for FY20/21 and the unaudited consolidated financial statements of the MNACT Group for 2H FY21/22 and FY21/22, there are no significant accounting policies or any matter from the notes of the financial statements of the MNACT Group which are of any major relevance for the interpretation of the financial statements of the MNACT Group.

4.6 **Changes in Accounting Policies**

As at the Latest Practicable Date, there are no changes in the accounting policies of the MNACT Group which will cause the figures disclosed in this Paragraph 4 of this Appendix C not to be comparable to a material extent.

5. **DISCLOSURE OF INTERESTS**

5.1 **Holdings of MCT Units and MCT Convertible Securities by MNACT**

As at the Latest Practicable Date, none of the MNACT Group Entities owns, controls or has agreed to acquire any MCT Units or any MCT Convertible Securities.

5.2 **Interests of MNACT Manager in MCT Units and MCT Convertible Securities**

As at the Latest Practicable Date, the MNACT Manager does not have any direct or indirect interests in the MCT Units or the MCT Convertible Securities.

5.3 **Interests of MNACT Directors in MCT Units and MCT Convertible Securities**

As at the Latest Practicable Date, and save as disclosed below and in this Scheme Document, none of the MNACT Directors has any direct or indirect interests in the MCT Units or the MCT Convertible Securities.

	Direct Interest		Deemed Interest	
Director	**No. of MCT Units**	**%(1)**	**No. of MCT Units**	**%(1)**
Paul Ma Kah Woh	246	n.m.(2)	645,000	0.0194
Lawrence Wong Liang Ying	–	–	–	–
Tan Su Shan	–	–	–	–
Chiang Sui Fook Lilian	–	–	–	–
Chua Kim Chiu	–	–	–	–
Pascal Jean-Louis Lambert	–	–	–	–
Kevin Kwok	–	–	–	–
Lok Vi Ming	–	–	–	–
Michael Kok Pak Kuan	–	–	–	–
Chua Tiow Chye	–	–	1,515,596	0.0456
Wendy Koh Mui Ai	–	–	1,128,699	0.0339
Cindy Chow Pei Pei	–	–	529,000	0.0159

Notes:

(1) All references to percentage unitholding of the issued units of MCT in this Paragraph 5.3 are based on the total issued MCT Units as at the Latest Practicable Date, being 3,323,513,585 MCT Units in issue. Percentages are rounded to the nearest four decimal places.

(2) Not meaningful.

5.4 **Interests of MNACT Manager in MNACT Units and MNACT Convertible Securities**

As at the Latest Practicable Date, the interests in the MNACT Units and MNACT Convertible Securities held by the MNACT Manager are set out below.

Direct Interest		Deemed Interest	
No. of MNACT Units	**%(1)**	**No. of MNACT Units**	**%(1)**
195,746,225	5.54	–	–

Notes:

(1) All references to percentage unitholding of the issued units of MNACT in this Paragraph 5.4 are based on the total issued MNACT Units as at the Latest Practicable Date, being 3,527,974,156 MNACT Units in issue. Percentages are rounded to the nearest two decimal places.

5.5 **Interests of MNACT Directors in MNACT Units and MNACT Convertible Securities**

As at the Latest Practicable Date, based on the Register of Directors' Unitholdings maintained by the MNACT Manager, the interests in MNACT Units and MNACT Convertible Securities held by the MNACT Directors are set out below.

	Direct Interest		Deemed Interest	
Director	**No. of MNACT Units**	**%(1)**	**No. of MNACT Units**	**%(1)**
Paul Ma Kah Woh	1,232,527	0.0349	100,000	0.0028
Lawrence Wong Liang Ying	–	–	–	–
Tan Su Shan	–	–	–	–
Chiang Sui Fook Lilian	–	–	49,676	0.0014
Chua Kim Chiu	–	–	–	–
Pascal Jean-Louis Lambert	–	–	–	–
Kevin Kwok	775,156	0.0219	–	–
Lok Vi Ming	–	–	190,000	0.0053
Michael Kok Pak Kuan	540,000	0.0153	–	–
Chua Tiow Chye	–	–	2,763,687	0.0783
Wendy Koh Mui Ai	–	–	416,000	0.0117
Cindy Chow Pei Pei	–	–	1,010,868	0.0286

Notes:

(1) All references to percentage unitholding of the issued units of MNACT in this Paragraph 5.5 are based on the total issued MNACT Units as at the Latest Practicable Date, being 3,527,974,156 MNACT Units in issue. Percentages are rounded to the nearest four decimal places.

5.6 **Interests of Substantial Unitholders in MNACT Units**

Based on the information available to the MNACT Manager, as at the Latest Practicable Date, the interests of the substantial unitholders of MNACT in the MNACT Units are set out below.

	Direct Interest		Deemed Interest	
Substantial Unitholders	**No. of MNACT Units**	**%(1)**	**No. of MNACT Units**	**%(1)**
Temasek Holdings (Private) Limited(2)	–	–	1,369,977,157	38.83
Fullerton Management Pte Ltd(2)	–	–	1,345,663,544	38.14
Mapletree Investments Pte Ltd(3)	–	–	1,345,663,544	38.14
Kent Assets Pte. Ltd.	778,884,967	22.07	–	–
Suffolk Assets Pte. Ltd.	275,246,124	7.80	–	–
Mapletree North Asia Commercial Trust Management Ltd.	195,746,225	5.54	–	–

Notes:

(1) All references to percentage unitholding of the issued units of MNACT in this Paragraph 5.6 are based on the total issued MNACT Units as at the Latest Practicable Date, being 3,527,974,156 MNACT Units in issue. Percentages are rounded to the nearest two decimal places.

(2) Each of Temasek Holdings (Private) Limited ("**Temasek**") and Fullerton Management Pte Ltd ("**Fullerton**") is deemed to be interested in 778,884,967 MNACT Units held by Kent, 275,246,124 MNACT Units held by Suffolk, 195,746,225 MNACT Units held by the MNACT Manager and 95,786,228 MNACT Units held by MNAPML. In addition, Temasek is deemed to be interested in the 24,313,613 MNACT Units in which its other subsidiaries and associated companies have direct or deemed interests. Kent and Suffolk are wholly-owned subsidiaries of MIPL. The MNACT Manager and MNAPML are wholly-owned subsidiaries of Mapletree Capital Management Pte. Ltd. and Mapletree Property Services Pte. Ltd., respectively, which are wholly-owned subsidiaries of MIPL. MIPL is a wholly-owned subsidiary of Fullerton which is in turn a wholly-owned subsidiary of Temasek. Each of MIPL and the other subsidiaries and associated companies referred to above are independently-managed Temasek portfolio companies. Temasek and Fullerton are not involved in their business or operating decisions, including those regarding their unitholdings.

(3) MIPL is deemed to be interested in the 778,884,967 MNACT Units held by Kent, 275,246,124 MNACT Units held by Suffolk, 195,746,225 MNACT Units held by the MNACT Manager and 95,786,228 MNACT Units held by MNAPML.

6. DEALINGS DISCLOSURE

6.1 Dealings in MCT Units and MCT Convertible Securities by the MNACT Group Entities

None of the MNACT Group Entities has dealt for value in the MCT Units or the MCT Convertible Securities during the period commencing three months prior to the Joint Announcement Date and ending on the Latest Practicable Date.

6.2 Dealings in MCT Units and MCT Convertible Securities by the MNACT Manager

The MNACT Manager has not dealt for value in the MCT Units or the MCT Convertible Securities during the period commencing three months prior to the Joint Announcement Date and ending on the Latest Practicable Date.

6.3 Dealings in MCT Units and MCT Convertible Securities by the MNACT Directors

As at the Latest Practicable Date, saved as disclosed in this Paragraph 6.3, none of the MNACT Directors has dealt for value in the MCT Units or the MCT Convertible Securities during the period commencing three months prior to the Joint Announcement Date and ending on the Latest Practicable Date.

6.4 Dealings in MNACT Units and MNACT Convertible Securities by the MNACT Manager

Save as disclosed below, the MNACT Manager has not dealt for value in the MNACT Units or the MNACT Convertible Securities during the period commencing three months prior to the Joint Announcement Date and ending on the Latest Practicable Date:

(a) on 19 November 2021, MNACT issued 9,627,017 MNACT Units at S$0.9716 per MNACT Unit to the MNACT Manager as payment of base fee for the period from 1 April 2021 to 30 September 2021 (both dates inclusive); and

(b) on 19 November 2021, MNACT issued 5,632,165 MNACT Units at S$0.9716 per MNACT Unit to MNAPML as payment for services provided (including property management services, marketing services and project management services) for the period from 1 April 2021 to 30 September 2021 (both dates inclusive).

6.5 **Dealings in MNACT Units and MNACT Convertible Securities by the MNACT Directors**

Save for Ms. Chiang Sui Fook Lilian who was issued and allotted 676 MNACT Units (at an issue price of S$0.9630 per new MNACT Unit) on 24 December 2021 pursuant to her election on 24 November 2021 for MNACT Units under the MNACT Distribution Reinvestment Plan, none of the MNACT Directors has dealt for value in any MNACT Units and MNACT Convertible Securities during the period commencing three months prior to the Joint Announcement Date and ending on the Latest Practicable Date.

7. **INTERESTS OF THE MNACT IFA**

7.1 **Interests of the MNACT IFA in MCT Units and MCT Convertible Securities**

As at the Latest Practicable Date, none of the MNACT IFA, its related corporations or funds whose investments are managed by the MNACT IFA or its related corporations on a discretionary basis, owns or controls any MCT Units or MCT Convertible Securities.

7.2 **Dealings in MCT Units and MCT Convertible Securities by the MNACT IFA**

None of the MNACT IFA, its related corporations or funds whose investments are managed by the MNACT IFA or its related corporations on a discretionary basis has dealt for value in the MCT Units or MCT Convertible Securities during the period commencing three months prior to the Joint Announcement Date and ending on the Latest Practicable Date.

7.3 **Interests of the MNACT IFA in MNACT Units and MNACT Convertible Securities**

As at the Latest Practicable Date, none of the MNACT IFA, its related corporations or funds whose investments are managed by the MNACT IFA or its related corporations on a discretionary basis, owns or controls any MNACT Units or MNACT Convertible Securities.

7.4 **Dealings in MNACT Units and MNACT Convertible Securities by the MNACT IFA**

None of the MNACT IFA, its related corporations or funds whose investments are managed by the MNACT IFA or its related corporations on a discretionary basis has dealt for value in the MNACT Units or MNACT Convertible Securities during the period commencing three months prior to the Joint Announcement Date and ending on the Latest Practicable Date.

8. **ARRANGEMENTS AFFECTING MNACT DIRECTORS**

8.1 **No Payment or Benefit to Directors**

As at the Latest Practicable Date, and save as disclosed in this Scheme Document, there is no agreement, arrangement or understanding for any payment or other benefit to be made or given to any MNACT Director or to any director of any other corporation which, by virtue of Section 6 of the Companies Act, is deemed to be related to the MNACT Manager as compensation for loss of office or otherwise in connection with the Trust Scheme.

8.2 **No Agreement Conditional upon Outcome of the Trust Scheme**

As at the Latest Practicable Date, and save as disclosed in this Scheme Document, there is no agreement, arrangement or understanding made between any of the MNACT Directors and any other person in connection with or conditional upon the outcome of the Trust Scheme.

8.3 **No Material Personal Interest in Material Contracts**

As at the Latest Practicable Date, and save as disclosed in this Scheme Document, there are no material contracts entered into by the MCT Manager and the MCT Trustee in which any MNACT Director has a material personal interest, whether direct or indirect.

9. **MATERIAL LITIGATION**

As at the Latest Practicable Date:

(a) none of the MNACT Group Entities is engaged in any material litigation or arbitration proceedings, as plaintiff or defendant, which might materially or adversely affect the financial position of the MNACT Group Entities taken as a whole; and

(b) the MNACT Directors are not aware of any proceedings pending or threatened against any of the MNACT Group Entities or of any facts likely to give rise to any proceedings which might materially or adversely affect the financial position of the MNACT Group Entities taken as a whole.

10. **GENERAL DISCLOSURE**

10.1 **Financial Statements for FY18/19, FY19/20, FY20/21, 1H FY21/22, 2H FY21/22 and FY21/22**

The audited consolidated financial statements of the MNACT Group for FY18/19, FY19/20 and FY20/21 are set out in the annual reports of MNACT for FY18/19, FY19/20 and FY20/21 respectively, which are available for inspection at the registered office of the MNACT Manager at 10 Pasir Panjang Road, #13-01 Mapletree Business City, Singapore 117438 during normal business hours from the date of this Scheme Document up to the Effective Date[4].

The unaudited consolidated financial statements of the MNACT Group for 1H FY21/22, 2H FY21/22 and FY21/22 are set out in Appendix F and Appendix G, as applicable, to this Scheme Document respectively.

10.2 **MNACT Directors' Service Contracts**

As at the Latest Practicable Date:

(a) there are no service contracts between any of the MNACT Directors or proposed directors with any MNACT Group Entity which have more than 12 months to run and which are not terminable by the employing company within the next 12 months without paying any compensation; and

(b) there are no such contracts entered into or amended during the period commencing six months prior to the Joint Announcement Date and ending on the Latest Practicable Date

[4] Prior appointment with the MNACT Manager is required. Please contact MNACT Investor Relations (Tel: 6807 4211) during normal business hours.

10.3 **Material Contracts with Interested Persons**

As at the Latest Practicable Date, save as disclosed in the audited consolidated financial statements of the MNACT Group for FY18/19, FY19/20 and FY20/21, the annual reports of MNACT for FY18/19, FY19/20 and FY20/21, the unaudited consolidated financial statements of the MNACT Group for 1H FY21/22, the 3Q FY21/22 Highlights, 2H FY21/22, FY21/22 and any other information on the MNACT Group Entities which is publicly available (including without limitation, the announcements released by the MNACT Manager on the SGXNET) as to material contracts with interested persons (within the meaning of Note 1 to Rule 23.12 of the Code) which are not in the ordinary course of business, none of the MNACT Group Entities has entered into any material contracts with interested persons (other than those entered into in the ordinary course of business) during the period beginning three years before the Joint Announcement Date and ending on the Latest Practicable Date.

10.4 **Costs and Expenses**

In the event that the Trust Scheme does not become effective and binding for any reason, the expenses and costs incurred by the MNACT Manager in connection with the Trust Scheme will be paid out of the assets of MNACT.

11. **DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection at the registered office of the MNACT Manager at 10 Pasir Panjang Road, #13-01 Mapletree Business City, Singapore 117438 during normal business hours from the date of this Scheme Document up to the Effective Date[5]:

(a) the MNACT Trust Deed;

(b) the MCT Trust Deed;

(c) the annual reports of MNACT for FY18/19, FY19/20 and FY20/21;

(d) the unaudited consolidated financial statements of the MNACT Group for 1H FY21/22, 2H FY21/22 and FY21/22;

(e) the review report from the MNACT Auditor on the MNACT 2H FY21/22 Unaudited Financial Statements and the review report from the MNACT IFA on the MNACT 2H FY21/22 Unaudited Financial Statements;

(f) the MNACT 805 Auditor's Opinion;

(g) the MNACT IFA Letter;

(h) the Independent Market Research Report;

[5] Prior appointment with the MNACT Manager is required. Please contact MNACT Investor Relations (Tel: 6807 4211) during normal business hours.

(i) the letters of consent referred to in Paragraph 24 of the Letter to MNACT Unitholders;

(j) the Implementation Agreement (including the Supplemental Implementation Agreement and the Amendment and Restatement Agreement); and

(k) the MNACT Valuation Certificates.

12. VALUATION OF PROPERTIES

12.1 MNACT Properties

The MNACT Manager and the MNACT Trustee have commissioned the MNACT Valuers to conduct independent full valuations as at 31 October 2021 and 31 March 2022 of the MNACT Properties for the purposes of the Merger. The methods used by the MNACT Valuers were discounted cash flow method, income capitalisation method, term and reversion method and direct comparison method.

Please refer to Appendix I to this Scheme Document for copies of the MNACT Valuation Certificates issued by the MNACT Valuers on the full valuations of the MNACT Properties as at 31 October 2021 and 31 March 2022.

12.2 Potential Tax Liability

Under Rule 26.3 of the Code, the MNACT Manager is required, *inter alia*, to make a statement regarding any potential tax liability which would arise if the assets, which are the subject of a valuation given in connection with an offer, were to be sold at the amount of valuation.

It is estimated that the total potential tax liabilities, estimated using tax rates enacted or substantively enacted by the reporting date, of approximately S$58.1 million and S$52.8 million has already been accounted for as deferred tax liabilities in the pro forma NAV of the MNACT Group as at 30 September 2021[6] and 31 March 2022[7] respectively. The deferred tax is measured based on the tax consequences that will follow from the manner in which MNACT Group expects to recover or settle the carrying amounts of its assets and liabilities, except for investment properties. Investment Properties measured at fair value, ascribed to them by the MNACT Valuers, are presumed to be recovered entirely through sale.

[6] Refer to Paragraph 1.2 of Schedule 7 to the Revision Joint Announcement for pro forma NAV as at 30 September 2021 and its associated pro forma assumptions.

[7] Refer to Paragraph 7.2(a) of the Letter to MNACT Unitholders for pro forma NAV as at 31 March 2022 and its associated pro forma assumptions.

APPENDIX D – MNACT TRUST DEED AMENDMENTS

1. To amend Clause 9.2 of the MNACT Trust Deed to reflect the addition indicated by the underlined text below:

   "**9.2 Delisting of the Trust**

   Notwithstanding anything in the Listing Rules and the listing rules of any other relevant Recognised Stock Exchange, the Manager may only make an application to delist the Trust after it has been Listed if the delisting has been approved by an Extraordinary Resolution of a meeting of Holders duly convened and held in accordance with the provisions of Schedule 1 or after a Trust Scheme Resolution has been approved at a Trust Scheme Meeting."

2. To insert the following provision as Clause 24A in the MNACT Trust Deed immediately after Clause 24 of the MNACT Trust Deed:

   "**24A Trust Scheme**

   24A.1 Definitions

   For the purposes of Clause 24A:

   "**Court**" means the High Court of the Republic of Singapore, or where applicable on appeal, the Court of Appeal of the Republic of Singapore;

   "**Offeror**" means any corporation or body unincorporate (whether incorporated or carrying on business in Singapore or not) or real estate investment trust or business trust (whether registered or carrying on business in Singapore or not) or natural person (whether resident in Singapore or not and whether a citizen of Singapore or not) or any other entity proposing to acquire all the Units by way of a Trust Scheme;

   "**Trust Scheme**" means an arrangement under which an Offeror acquires all of the Units, which is subject to the Trust Scheme Resolution being approved at a Trust Scheme Meeting and by an order of the Court;

   "**Trust Scheme Meeting**" means the general meeting(s) (or any adjourned meeting(s)) of the Holders for the purpose of, *inter alia*, considering and voting on the Trust Scheme Resolution;

   "**Trust Scheme Resolution**" means a resolution passed by a majority in number of Holders (the "**Headcount Condition**") representing at least three-fourths (75.0%) in value (the "**Value Condition**") of the Units held by the Holders or class of Holders present and voting either in person or by proxy at the Trust Scheme Meeting to approve the Trust Scheme; and

   "**Trust Deed Amendment Resolution**" means a resolution passed by a majority consisting of 75.0% or more of the total number of votes cast for and against such resolution at a meeting of Holders or (as the case may be) Depositors named in the Depository Register as at 72 hours before the time of such meeting as certified by the Depository to the Manager to approve the amendments to this Deed to facilitate the implementation of the Trust Scheme.

24A.2 Implementation of Trust Scheme

On and with effect from the time at which the Trust Deed Amendment Resolution has been duly passed:

24A.2.1 each Holder, the Trustee and the Manager shall do all things and execute all deeds, instruments, transfers or other documents as the Trustee and/or the Manager consider are necessary or desirable to execute, implement and/or to give full effect to the terms of the Trust Scheme and the transactions contemplated by it and any other matters reasonably incidental thereto;

24A.2.2 notwithstanding anything in this Deed, for the purposes of determining whether the Value Condition is satisfied, unless the Court orders otherwise:

(a) a Holder entitled to attend and vote at the Trust Scheme Meeting and who is not a Relevant Intermediary:

(i) is entitled to appoint only one proxy to attend and vote at the Trust Scheme Meeting; and

(ii) may only cast all the votes it uses at the Trust Scheme Meeting (whether in person or by proxy) in one way, and may only:

(aa) cast all its votes "**for**" the Trust Scheme;

(bb) cast all its votes "**against**" the Trust Scheme; or

(cc) abstain from voting; and

(b) a Holder who is entitled to attend and vote at the Trust Scheme Meeting and is a Relevant Intermediary entitled to attend and vote at the Trust Scheme Meeting, is entitled to appoint only one proxy to attend and vote at the Trust Scheme Meeting but need not cast all the votes it uses in the same way provided that each vote is exercised in relation to a different Unit. For each vote, a Relevant Intermediary may:

(i) vote "**for**" the Trust Scheme;

(ii) vote "**against**" the Trust Scheme; and/or

(iii) abstain from voting; and

24A.2.3 notwithstanding anything in this Deed, for the purposes of determining whether the Headcount Condition is satisfied, unless the Court orders otherwise:

(a) each Holder that appoints a proxy (including the Chairman of the Trust Scheme Meeting) to vote at the Trust Scheme Meeting shall be deemed to be present at the Trust Scheme Meeting and shall, unless the MNACT Unitholder abstains from voting entirely, be included in the count of Holders present and voting at the Trust Scheme Meeting;

(b) where the Chairman has been appointed as the proxy of more than one Holder to vote at the Trust Scheme Meeting, the votes of the Chairman shall be counted as the votes of the number of appointing Holders; and

(c) a Relevant Intermediary that casts votes both for and against the Trust Scheme shall be treated as follows:

(i) the Relevant Intermediary shall be treated as casting one (1) vote in favour of the Trust Scheme if the Relevant Intermediary casts more votes for the Trust Scheme than against the Trust Scheme;

(ii) the Relevant Intermediary shall be treated as casting one (1) vote against the Trust Scheme if the Relevant Intermediary casts more votes against the Trust Scheme than for the Trust Scheme; and

(iii) the Relevant Intermediaries shall be treated as casting one (1) vote for and one (1) vote against the Trust Scheme if the Relevant Intermediary casts equal votes for and against the Trust Scheme;

24A.2.4 without limiting the Trustee's and the Manager's other powers under this Clause 24A, each of the Trustee and/or the Manager shall have the power to do all things which it considers necessary, desirable or reasonably incidental to execute, implement and/or to give effect to the Trust Scheme and the transactions contemplated by it and any other matters reasonably incidental thereto; and

24A.2.5 a Trust Scheme, in respect of which a Trust Scheme Resolution has been approved at a Trust Scheme Meeting and which is approved by an order of the Court, coming into effect on its effective date in accordance with its terms, shall:

(a) bind the Trustee and the Manager and all Holders from time to time, including those who do not attend the Trust Scheme Meeting, those who do not vote at the Trust Scheme Meeting and those who vote against the Trust Scheme Resolution at the Trust Scheme Meeting; and

(b) to the extent of any inconsistency, override the other provisions of this Deed."

3. To amend paragraph 19 of Schedule 1 of the MNACT Trust Deed to reflect the addition indicated by the underlined text and the deletion indicated by the deleted text below:

"19. ~~Notwithstanding anything in this Deed, where~~ Where a Holder is a Relevant Intermediary, the Holder may appoint more than two proxies to exercise all or any of its rights to attend, speak and vote at every meeting, provided that each proxy must be appointed to exercise the rights attached to a different Unit or Units held by it (which number of Units and Class shall be specified)."

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APPENDIX E – EXTRACTS FROM THE MNACT TRUST DEED

All capitalised terms used in the following extracts shall have the same meanings given to them in the MNACT Trust Deed, a copy of which is available for inspection during normal business hours at the registered office of the MNACT Manager from the date of this Scheme Document up until the Effective Date.

The rights of MNACT Unitholders in respect of capital, distribution and voting as extracted and reproduced from the MNACT Trust Deed are set out below:

THE RIGHTS OF MNACT UNITHOLDERS IN RESPECT OF CAPITAL

"**2. Provisions as to Units, Holders and Statements of Holdings**

2.1 No Certificates

2.1.1 No certificate shall be issued to Holders by either the Manager or the Trustee in respect of Units (whether Listed or Unlisted) issued to Holders. For so long as the Trust is Listed on the SGX-ST, the Manager shall, pursuant to the Depository Services Agreement, appoint the Depository as the Unit depository for the Trust, and all Units issued will be deposited with the Depository and represented by entries in the Register in the name of the Depository as the registered Holder thereof.

2.1.2 For so long as the Trust is Listed on the SGX-ST, the Manager or the agent appointed by the Manager shall issue to the Depository not more than 10 Business Days after the issue of Units, a confirmation note confirming the date of issue and the number of Units so issued and, if applicable, also stating that the Units are issued under a moratorium and the expiry date of such moratorium. For the purposes of this Deed, such confirmation note shall be deemed to be a certificate evidencing title to the Units issued.

2.2 Form of Statements of Holdings

2.2.1 In the event the Trust is or becomes Unlisted, the Manager or the agent appointed by the Manager shall issue to each Holder not more than one month after the allotment of Units to such Holder a confirmation note confirming such allotment. The Manager or its agent shall, for so long as the Trust is Unlisted, issue to each Holder on a calendar quarterly basis (or such other period as may be agreed between the Manager and the Trustee) a statement of holdings (the "**Statement of Holdings**"). A Statement of Holdings shall be dated and shall specify the number of Units held by each Holder in respect of the preceding quarter (or such other relevant period) and the transactions in respect of such Units and shall be in such form as may from time to time be agreed between the Manager and the Trustee.

2.2.2 For so long as the Trust is Listed and Units are registered in the name of the Depository, the Depository shall issue to each Depositor such contract statements, confirmation notes, statements of accounts balances and statements of transactions and accounts balances, and at such intervals, as may be provided for in the Depository's terms and conditions for operation of Securities Accounts.

2.3 Sub-division and Consolidation of Units

The Manager may at any time, with the approval of the Trustee and on prior written notice, given by the Manager to each Holder (or (as the case may be) to each Depositor by the Manager or the Trustee delivering such notice in writing to the Depository for onward delivery to the Depositors), determine that each Unit shall be sub-divided into two or more Units or consolidated with one or more other Units and the Holders shall be bound accordingly. The Register shall be altered accordingly to reflect the new number of Units held by each Holder as a result of such sub-division or consolidation and, where applicable, the Trustee shall cause the Depository to alter the Depository Register accordingly in respect of each Depositor's Securities Account to reflect the new number of Units held by each Depositor as a result of such sub-division or consolidation.

2.4 Terms and Conditions of Trust Deed and Supplemental Deeds to Bind Holders

The terms and conditions of this Deed shall be binding on each Holder and all persons claiming through him as if he had been party thereto and as if this Deed contained covenants on the part of each Holder to observe and be bound by all the provisions hereof and an authorisation by each Holder to do all such acts and things as this Deed may require the Trustee or (as the case may be) the Manager to do.

2.5 Availability of Trust Deed

A copy of this Deed and of any supplemental deed for the time being in force shall be made available for inspection at the registered office of the Manager at all times during usual Business Hours and shall be supplied by the Manager to any person on application at a charge not exceeding S$10 per copy document.

2.6 Units to be Held Free from Equities

A Holder entered in the Register as the registered holder of Units or (as the case may be) a Depositor whose name is entered in the Depository Register in respect of Units registered to him, shall be the only person recognised by the Trustee or by the Manager as having any right, title or interest in or to the Units registered in his name and the Trustee and the Manager may recognise such Holder or (as the case may be) such Depositor as absolute owner thereof and shall not be bound by any notice to the contrary or to take notice of or to see to the execution of any trust, express, implied or constructive, save as herein expressly provided or save as required by some court of competent jurisdiction to recognise any trust or equity or other interest affecting the title to any Units. Save as provided in this Deed, no notice of any trust, express, implied or constructive, shall be entered on the Register or the Depository Register.

2.7 Variation of Rights

Whenever the Units of the Trust is divided into different Classes, subject to the provisions of the Relevant Laws, Regulations and Guidelines, preference Units, other than redeemable preference Units, may be repaid and the special rights attached to any Class may be varied or abrogated either with the consent in writing of the holders of three-quarters of the issued Units of the Class or with the sanction of an Extraordinary Resolution at a separate meeting of holders of the Units of the Class (but not otherwise) and may be so repaid, varied or abrogated either whilst the Trust is a going concern or during or in contemplation of a winding-up. To every such meeting of Holders, all the provisions of this Deed relating to meetings of Holders (including, but not limited to the provisions of Schedule 1) shall *mutatis mutandis* apply, except that the necessary quorum shall be two persons at least holding or representing by proxy at least one-third of the issued Units of the

Class and that every such holder shall on a poll have one vote for every Unit of the Class held by him, PROVIDED ALWAYS that where the necessary majority for such an Extraordinary Resolution is not obtained at such meeting of Holders, consent in writing if obtained from the holders of three-quarters of the issued Units of the Class concerned within two months of such meeting of Holders shall be as valid and effectual as an Extraordinary Resolution at such meeting of Holders. This Clause 2.7 shall apply to the variation or abrogation of the special rights attached to some only of the Units of any Class as if each group of Units of the Class differently treated formed a separate Class the special rights whereof are to be varied.

2.8 Rights of Manager in Respect of Units Not Registered

For so long as the Trust is Unlisted, the Manager shall be treated for all the purposes of this Deed as the Holder of each Unit during such times as there shall be no other person registered or entitled to be registered as the Holder and any such Unit shall be deemed to be in issue. Nothing herein contained shall prevent the Manager from becoming registered as the Holder of Units.

2.9 Restrictions

The Holders shall not give any directions to the Manager or the Trustee (whether at a meeting of Holders convened pursuant to Clause 30 or otherwise) and if such directions are given, the Manager and/or Trustee shall be entitled to disregard such instructions if it would require the Manager or Trustee to do or omit from doing anything which may result in:

2.9.1 the Trust, the Manager or the Trustee, as the case may be, ceasing to comply with the Listing Rules or, if applicable, the listing rules of the relevant Recognised Stock Exchange on or after the Listing Date and such other Relevant Laws, Regulations and Guidelines; or

2.9.2 the exercise of any discretion expressly conferred on the Trustee or the Manager by this Deed or the determination of any matter which under this Deed requires the agreement of either or both of the Trustee and the Manager; PROVIDED THAT nothing in this Clause 2.9.2 shall limit the right of a Holder to require the due administration of the Trust in accordance with this Deed.

3. Registration of Holders

3.1 Register of Holders

An up-to-date Register shall be kept in Singapore by the Trustee or the Registrar in such manner as may be required by any Relevant Laws, Regulations and Guidelines. The Register shall be maintained at all times whether the Trust is Listed or Unlisted. For so long as the Trust is Listed, the Trustee or the Registrar shall record the Depository as the registered holder of all Units in issue in the Register. In the event the Trust is Unlisted, the Trustee or the Registrar shall record each Holder as the registered holder of Units held by such Holder. There shall be entered in the Register, in respect of each Holder or person who has ceased to be a Holder, the following information as soon as practicable after the Trustee or the Registrar receives the following relevant information:

3.1.1 the names and addresses of the Holders (and in the case where the registered Holder is the Depository, the name and address of the Depository);

3.1.2 the number of Units held by each Holder;

3.1.3 the date on which every such person entered in respect of the Units standing in his name became a Holder and where he became a Holder by virtue of an instrument of transfer a sufficient reference to enable the name and address of the transferor to be identified;

3.1.4 the date on which any transfer is registered and the name and address of the transferee; and

3.1.5 where applicable, the date on which a Holder ceases or ceased to be a Holder of Units.

Units may be issued to Joint Holders with no limit as to the number of persons who may be registered as Joint Holders.

3.2 Unlisted Units

For so long as the Trust is Unlisted, the entries in the Register shall (save in the case of manifest error) be conclusive evidence of the number of Units held by each Holder and, in the event of any discrepancy between the entries in the Register and the details appearing on any Statement of Holdings, the entries in the Register shall prevail unless the Holder proves, to the satisfaction of the Manager and the Trustee, that the Register is incorrect.

3.3 Listed Units

For so long as the Trust is Listed, the entries in the Register shall (save in the case of manifest error) be conclusive evidence of the number of Units held by the Depository and, in the event of any discrepancy between the entries in the Register and the confirmation notes issued by the Manager to the Depository under Clause 2.1, the entries in the Register shall prevail unless the Manager, the Trustee and the Depository mutually agree that the Register is incorrect. For so long as the Trust is Listed, the Manager shall have entered into the Depository Services Agreement for the Depository to maintain a record in the Depository Register of the Depositors having Units credited into their respective Securities Accounts and to record in the Depository Register the information referred to in Clause 3.1.1 to 3.1.5 in relation to each Depositor. Each Depositor named in the Depository Register shall, for such period as the Units are entered against his name in the Depository Register, be deemed to be the owner in respect of the number of Units entered against such Depositor's name in the Depository Register, and the Manager and the Trustee shall be entitled to rely on any and all such information in the Depository Register kept by the Depository. Subject to the terms of the Depository Services Agreement, two or more persons may be registered as Joint Depositors of Units. The entries in the Depository Register shall (save in the case of manifest error) be conclusive evidence of the number of Units held by each Depositor and, in the event of any discrepancy between the entries in the Depository Register and the details appearing in any contract statements, confirmation notes, statements of account balances and statements of transactions and accounts balances issued by the Depository, the entries in the Depository Register shall prevail unless the Depositor proves, to the satisfaction of the Manager, the Trustee and the Depository, that the Depository Register is incorrect.

3.4 Change of Name or Address

For so long as the Trust is Unlisted, any change of name or address on the part of any Holder shall forthwith be notified to the Manager in writing or in such other manner as the Manager may approve. If the Manager is satisfied with the change in name or address and that all formalities as may be required by the Manager have been complied with, the Manager shall notify the Trustee of the same and the Trustee shall alter or cause to be altered the Register accordingly.

3.5 Inspection of Register

3.5.1 The Trustee shall give the Manager and its representatives, or procure that the Manager and its representatives are given, access to the Register and all subsidiary documents and records relating thereto at all reasonable times during Business Hours and allow them to, or procure that they are allowed to, inspect and to take copies of the same with prior notice and without charge but neither the Manager nor its representatives shall be entitled to remove the same (save in the case where the Manager is required to produce the Register to a court of competent jurisdiction or otherwise as required by law) or to make any entries therein or alterations thereto. Except when the Register is closed in accordance with Clause 3.6, the Register shall during Business Hours (subject to such reasonable restrictions as the Trustee may impose but so that not less than two hours in each Business Day shall be allowed for inspection) be open to the inspection of any Holder without charge PROVIDED THAT if the Register is kept on magnetic tape or in accordance with some other mechanical or electrical system the provisions of this Clause 3.5 may be satisfied by the production of legible evidence of the contents of the Register.

3.5.2 If the Trustee is removed or retires in accordance with the provisions of Clause 23, the Trustee shall deliver to the Manager the Register and all subsidiary documents and records relating thereto. Thereafter, the Trustee shall not retain any copies of the aforesaid documents and records unless required by law.

3.6 Closure of Register

Subject to the Relevant Laws, Regulations and Guidelines, the Register may be closed at such times and for such periods as the Trustee may from time to time determine, PROVIDED THAT it shall not be closed for more than 30 days in any one Year.

3.7 Transfer of Units

3.7.1 For so long as the Trust is Listed on the SGX-ST, transfers of Units between Depositors shall be effected electronically through the Depository making an appropriate entry in the Depository Register in respect of the Units that have been transferred in accordance with the Depository Requirements and the provisions of Clauses 3.7.2 to 3.7.6 shall not apply. The Manager shall be entitled to appoint the Depository to facilitate transactions of Units within the Depository and maintain records of Units of Depositors credited into Securities Accounts and to pay out of the Deposited Property all fees, costs and expenses of the Depository arising out of or in connection with such services to be provided by the Depository. Any transfer or dealing in Units on the SGX-ST between a Depositor and another person shall be transacted at a price agreed between the parties and settled in

accordance with the Depository Requirements. The broker or other financial intermediary effecting any transfer or dealing in Units on the SGX-ST shall be deemed to be the agent duly authorised by any such Depositor or person on whose behalf the broker or intermediary is acting. In any case of transfer, all charges in relation to such transfer as may be imposed by the Manager and/or the Depository shall be borne by the Depositor who is the transferor. There are no restrictions as to the number of Units (whether Listed or Unlisted) which may be transferred by a transferor to a transferee. For so long as the Trust is Listed on the SGX-ST, in the case of a transfer of Units from a Securities Account into another Securities Account, the instrument of transfer (if applicable) shall be in such form as provided by the Depository and the transferor shall be deemed to remain the Depositor of the Units transferred until the relevant Units have been credited into the Securities Account of the transferee or transferred out of a Securities Account and registered in the Depository Register. If the Units are Listed on any other Recognised Stock Exchange, the transfer of Units shall be in accordance with the requirements of the relevant Recognised Stock Exchange. No transfer or purported transfer of a Listed Unit other than a transfer made in accordance with this Clause 3.7.1 shall entitle the transferee to be registered in respect thereof.

3.7.2 For so long as the Trust is Unlisted, every Holder, Joint-All Holder (with the concurrence of all the other Joint-All Holders) and Joint-Alternate Holder shall be entitled to transfer all or any of the Units held by him as follows:

(i) a transfer of Units shall be effected by an instrument of transfer in writing in common form (or in such other form as the Manager and the Trustee may from time to time approve). The instrument of transfer need not be a deed;

(ii) every instrument of transfer relating to Units must be signed by the transferor and the transferee and subject to the provisions of Clauses 3.7 to 3.13, the transferor shall be deemed to remain the Holder of the Units transferred until the name of the transferee is entered in the Register in respect thereof;

(iii) all charges in relation to such transfer as may be imposed by the Trustee shall be borne by the Holder who is the transferor; and

(iv) there are no restrictions as to the number of Units which may be transferred by a transferor to a transferee.

3.7.3 Every instrument of transfer must be duly stamped (if required by law) and left with the Manager for registration accompanied by any necessary declarations or other documents that may be required in consequence of any Relevant Laws, Regulations and Guidelines for the time being in force and by such evidence as the Manager may require to prove the title of the transferor or his right to transfer the Units.

3.7.4 For so long as the Trust is Unlisted, the Manager shall notify the Trustee of the date of each transfer effected in respect of Units and the name and address of the transferee and the Trustee shall alter or cause to be altered the Register accordingly.

3.7.5 For so long as the Trust is Unlisted, all instruments of transfer which shall be registered in respect of Units shall be forwarded by the Manager to, and retained by, the Trustee.

3.7.6 For so long as the Trust is Unlisted, a fee not exceeding S$10 (or such other amount as the Manager and the Trustee may from time to time agree), which excludes any stamp duty or other governmental taxes or charges payable, may be charged by the Trustee for the registration of any transfer by an instrument of transfer of Units. Such fee must, if required by the Trustee, be paid before the registration of any transfer.

3.7.7 No transfer or purported transfer of a Unit other than a transfer made in accordance with this Clause 3.7 shall entitle the transferee to be registered in respect thereof; neither shall any notice of such transfer or purported transfer (other than as aforesaid) be entered upon the Register or the Depository Register.

3.7.8 The Trustee shall have the powers to rectify the Register if it appears to the Trustee that any of the particulars recorded in the Register (including those particulars set out in Clause 3.1) is wrongly entered or omitted.

3.8 Death of Holders

The executors or administrators of a deceased Holder of Units (not being a Joint Holder) shall be the only persons recognised by the Trustee and the Manager as having title to the Units. In case of the death of any one of the Joint Holders of Units and subject to any Relevant Laws, Regulations and Guidelines, the survivor or survivors, upon producing such evidence of death as the Manager and the Trustee may require, shall be the only person or persons recognised by the Trustee and the Manager as having any title to or interest in the Units, PROVIDED THAT where the sole survivor is a Minor, the Manager or the Trustee shall act only on the requests, applications or instructions of the surviving Minor after he attains the age of 18 years and shall not be obligated to act on the requests, applications or instructions of the heirs, executors or administrators of the deceased Joint Holder, and shall not be liable for any claims or demands whatsoever by the heirs, executors or administrators of the deceased Joint Holder, the Minor Joint Holder or the Minor Joint Holder's legal guardian in omitting to act on any request, application or instruction given by any of them (in the case of the Minor, before he attains the age of 18 years).

3.9 Body Corporate

A body corporate may be registered as a Holder or as one of the Joint Holders of Units. The successor in title of any corporate Holder which loses its legal entity by reason of a merger or amalgamation shall, subject to Clause 3.13, be the only person recognised by the Trustee and the Manager as having title to the Units of such corporate Holder. The registration of a body corporate as a Depositor or as one of two or more Joint Depositors of Units shall be in accordance with the Depository's terms and conditions for the operation of Securities Accounts. The successor in title of any corporate Depositor resulting from a merger or amalgamation shall, upon producing such evidence as may be required by the Manager and the Trustee of such succession, be the only person recognised by the Trustee and the Manager as having title to the Units.

3.10 Minors

A Minor shall not be registered as a sole Holder or as one of the Joint-Alternate Holders of Units but may be registered as one of the Joint-All Holders of Units, PROVIDED THAT at least one of the Joint-All Holders is a person who has attained the age of 18 years. In the event that one of the Joint-All Holders is a Minor, the Manager and the Trustee need only act on the instructions given by the other Joint-All Holder or Joint-All Holders who has or have attained the age of 18 years.

3.11 Transmission

3.11.1 Any person becoming entitled to a Unit in consequence of the death or bankruptcy of any sole Holder or being the survivor of Joint Holders may (subject as hereinafter provided), upon producing such evidence as to his title as the Trustee and the Manager shall think sufficient, either be registered himself as Holder of such Unit upon giving to the Manager notice in writing of his desire or transfer such Unit to some other person. The Manager shall notify the Trustee upon the receipt by it of any such notice and the Trustee shall alter or cause to be altered the Register accordingly. All the limitations, restrictions and provisions of this Deed relating to transfers shall be applicable to any such notice or transfer as if the death or bankruptcy had not occurred and such notice or transfer were a transfer executed by the Holder.

3.11.2 Any person becoming entitled to a Unit in consequence of death or bankruptcy as aforesaid may give a discharge for all moneys payable in respect of the Unit but he shall not be entitled in respect thereof to receive notices of or to attend or vote at any meeting of Holders until he shall have been registered as the Holder of such Unit in the Register or (as the case may be) the Depositor of such Unit in the Depository Register.

3.11.3 The Manager may retain any moneys payable in respect of any Unit of which any person is, under the provisions as to the transmission of Units hereinbefore contained, entitled to be registered as the Holder of or to transfer, until such person shall be registered as the Holder of such Units or shall duly transfer the same.

3.12 Payment of Fee

In respect of the registration of any probate, letter of administration, power of attorney, marriage or death certificate, stop notice, order of the court, deed poll or any other document relating to or affecting the title to any Unit, the Trustee may require from the person applying for such registration a fee of S$10 (or such other amount as the Trustee and the Manager may from time to time agree) together with a sum sufficient in the opinion of the Trustee to cover any stamp duty or other governmental taxes or charges that may be payable in connection with such registration. Such fee, if required by the Trustee, must be paid before the registration of any transfer.

3.13 Removal from Register

For so long as the Trust is Unlisted, upon the registration of a transfer in favour of the Manager, the name of the Holder shall be removed from the Register in respect of such Units but the name of the Manager need not be entered in the Register as the Holder of such Units. Such removal shall not be treated for any purposes of this Deed as a cancellation of the Units or as withdrawing the same from issue.

3.14 Registrar

The Trustee may, with the approval of the Manager, at any time or from time to time appoint an agent on its behalf to keep and maintain the Register. The fees and expenses of the Registrar (as may be agreed from time to time between the Manager, the Trustee and the Registrar) shall be payable out of the Deposited Property of the Trust.

5. Issue of Units

5.1 General

5.1.1 Subject to the provisions of this Deed and any Relevant Laws, Regulations and Guidelines, the Manager shall have the exclusive right to effect for the account of the Trust the issue of Units (whether on an initial issue of Units, a rights issue, an issue of new Units otherwise than by way of a rights issue or any issue pursuant to a reinvestment of distribution arrangement or any issue of Units pursuant to a conversion of any Securities) and any Units may be issued with such preferential, deferred, qualified or special rights, privileges or conditions as the Manager may think fit PROVIDED THAT, in connection with the initial Listing of the Trust on the SGX-ST, the Manager shall not be bound to accept an application for Units so as to give rise to a holding of fewer than 100 Units (or such other number of Units as may be determined by the Manager) and for so long as the Trust is Listed, the Manager shall comply with the Listing Rules or, if applicable, the listing rules of the relevant Recognised Stock Exchange or any other Relevant Laws, Regulations and Guidelines when issuing Units. No fractions of a Unit shall be issued (whether on an initial issue of Units, a rights issue, an issue of new Units otherwise than by way of a rights issue, any issue pursuant to a reinvestment of distribution arrangement or any issue of Units pursuant to a conversion of any Securities) and in issuing such number of Units as corresponding to the relevant subscription proceeds (if any), the Manager shall, in respect of each Holder's entitlement to Units, truncate but not round off to the nearest whole Unit and any balance arising from such truncation shall be retained as part of the Deposited Property. Issues of Units shall only be made on a Business Day unless and to the extent that the Manager, with the previous consent of the Trustee, otherwise prescribes. Issues of Units for cash shall be made at a price hereinafter prescribed.

5.1.2 The Manager may by deed supplemental hereto with the Trustee issue Classes of Units under such terms and conditions as may be contained therein.

5.1.3 Preference Units may be issued subject to such limitation thereof as may be prescribed by the SGX-ST or any Recognised Stock Exchange upon which Units may be listed. Preference Holders shall have the same rights as ordinary Holders as regards receiving of notices, reports and balance sheets and attending meetings of Holders, and Preference Holders shall also have the right to vote at any meeting convened for the purpose of reducing the capital or winding-up or sanctioning a sale of the undertaking of the Trust or where the proposal to be submitted to the meeting directly affects their rights and privileges or when the distribution on the preference Units is more than six months in arrear.

5.1.4 The Manager has power to issue further preference capital ranking equally with, or in priority to, preference Units already issued.

5.1.5 The Trust may be Listed on the SGX-ST pursuant to Clause 9 and, if so Listed, the Units shall be traded on the SGX-ST and settled through the Depository. Units already in issue may be transferred or otherwise dealt with through Securities Accounts into which Units are credited in accordance with Clause 3.7.

5.1.6 For so long as the Trust is Listed, the Manager may issue Units provided that the Manager complies with the Listing Rules or, if applicable, the listing rules of the relevant Recognised Stock Exchange, the Property Funds Appendix or any other Relevant Laws, Regulations and Guidelines in determining the Issue Price, including the Issue Price for a rights issue on a pro-rata basis to all existing Holders, the Issue Price of a Unit issued other than by way of a rights issue offered on a pro-rata basis to all existing Holders and the Issue Price for any reinvestment of distribution arrangement. If the Issue Price determined by the Manager is at a discount to the Market Price, the discount shall not exceed such percentage as may, from time to time, be permitted under the Listing Rules or, if applicable, the listing rules of the relevant Recognised Stock Exchange, the Property Funds Appendix or any other Relevant Laws, Regulations and Guidelines.

5.2 Issue Price of Units Prior to the Listing Date and the Initial Offering Price

5.2.1 Prior to the Listing Date, the Manager may, subject to the provision of this Deed and any Relevant Laws, Regulations and Guidelines, issue Units at any time to any person at any issue price per Unit ("**Issue Price**") and on such terms and conditions as the Manager may determine in its absolute discretion.

5.2.2 The issue of Units for the purpose of an initial public offering of Units shall be at an Issue Price to be determined by the Manager, or within such range to be determined by the Manager, on or before the Listing Date for such Units, PROVIDED THAT the Manager may cede the right to make such determination to any underwriter, issue manager or placement agent engaged in connection with the initial public offering. The actual Issue Price shall be determined by the Manager and/or such underwriter, issue manager or placement agent following a book building process or through such other method of price determination as may be decided upon and agreed by the relevant persons. The manner of and amount payable and any applicable refund on an application for Units during the initial public offering will be stated in the relevant Prospectus. Any such offer of Units for the purpose of an initial public offering may remain open for a period as may be agreed between the Manager and the Trustee, subject to any Relevant Laws, Regulations and Guidelines.

5.2.3 Subject to Clause 5.2.2, the Manager may extend a discount to the Issue Price under an initial public offering of Units to any applicant who successfully applies to purchase more than such number of Units (as determined by the Manager in its absolute discretion) in a single application, subject to compliance with the Listing Rules and any Relevant Laws, Regulations and Guidelines.

5.2.4 The Manager may issue Units at the Issue Price determined in accordance with Clause 5.2.2 to the vendor of any Authorised Investments to be purchased by the Trust in conjunction with an initial public offering of Units, or to any person nominated by such vendor, in full or partial satisfaction of the consideration or any deferred purchase consideration payable by the Trust for such Authorised Investments.

5.3 Issue Price of Units when the Trust is Listed

5.3.1 Subject to Clauses 5.3.2, 5.3.3, 15.1.4(iv) and 15.6 and to any Relevant Laws, Regulations and Guidelines, for so long as the Trust is Listed, the Manager may issue Units on any Business Day at an Issue Price equal to the Market Price, without the prior approval of the Holders in a meeting of Holders. For this purpose "**Market Price**" shall mean:

(i) the volume weighted average price for a Unit (if applicable, of the same Class) for all trades on the SGX-ST, or such other Recognised Stock Exchange on which the Trust is Listed, in the ordinary course of trading on the SGX-ST or, as the case may be, such other Recognised Stock Exchange, for the period of 10 Business Days (or such other period as may be prescribed by the SGX-ST or the relevant Recognised Stock Exchange) immediately preceding the relevant Business Day; or

(ii) if the Manager believes that the calculation in Clause 5.3.1(i) does not provide a fair reflection of the market price of a Unit, an amount as determined by the Manager and the Trustee (after consultation with a Stockbroker approved by the Trustee), as being the fair market price of a Unit.

5.3.2 For so long as the Trust is Listed, the Manager may issue Units at an Issue Price other than calculated in accordance with Clause 5.3.1 without the prior approval of the Holders in a meeting of Holders provided that the Manager complies with the Listing Rules or, if applicable, the listing rules of the relevant Recognised Stock Exchange, the Property Funds Appendix or any other Relevant Laws, Regulations and Guidelines in determining the Issue Price, including the Issue Price for a rights issue on a pro-rata basis to all existing Holders, the Issue Price of a Unit issued other than by way of a rights issue offered on a pro-rata basis to all existing Holders and the Issue Price for any reinvestment of distribution arrangement. If the Issue Price determined by the Manager is at a discount to the Market Price, the discount shall not exceed such percentage as may, from time to time, be permitted under the Listing Rules or, if applicable, the listing rules of the relevant Recognised Stock Exchange, the Property Funds Appendix or any other Relevant Laws, Regulations and Guidelines.

5.3.3 Where Units are issued as full or partial consideration for the acquisition of an Authorised Investment by the Trust in conjunction with an issue of Units to raise cash for the balance of the consideration for the said Authorised Investment (or part thereof) or to acquire other Authorised Investments in conjunction with the said Authorised Investment, the Manager shall have the discretion to determine that the Issue Price of a Unit so issued as full or partial consideration shall be the same as the Issue Price for the Units issued in conjunction with an issue of Units to raise cash for the aforesaid purposes.

5.4 Issue Price of Units where the Units are Suspended or the Trust is Delisted

Where the Units and/or the Trust become Unlisted after the Listing Date, the Manager may issue Units at an Issue Price equal to the Current Unit Value on the date of the issue of the Unit plus, if so determined by the Manager, an amount equal to the Preliminary Charge and an amount to adjust the resultant total upwards to the nearest whole cent. The Preliminary Charge shall be retained by the Manager for its own benefit and the amount of the adjustment shall be retained as part of the Deposited Property.

5.5 Units Issued on Unpaid or Partly Paid Basis

5.5.1 Capital paid on Units in advance of calls shall not, while carrying interest, confer a right to participate in distributions.

5.5.2 In the event that the Manager issues Units on an unpaid or partly paid basis to any person, the provisions of Clauses 5.5.3 and 5.5.4 shall apply.

5.5.3 Calls on Units

(i) The Manager may from time to time make calls upon the Holders in respect of any moneys unpaid on their Units but subject always to the terms of issue of such Units. A call may be made payable by instalments.

(ii) Each Holder shall (subject to receiving at least 14 days' notice specifying the time or times and place of payment) pay to the Trust at the time or times and place so specified the amount called on his Units. The Joint Holders of a Unit shall be jointly and severally liable to pay all calls in respect thereof. A call may be revoked or postponed as the Manager may determine.

(iii) If a sum called in respect of a Unit is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate (not exceeding 10.0% per annum) as the Manager may determine but the Manager shall be at liberty in any case or cases to waive payment of such interest wholly or in part.

(iv) Any sum which by the terms of issue of a Unit becomes payable upon allotment or at any fixed date shall for all the purposes of this Deed be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable. In case of non-payment all the relevant provisions of this Deed as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

(v) The Manager may on the issue of Units differentiate between the Holders as to the amount of calls to be paid and the times of payment.

(vi) The Manager may if it thinks fit receive from any Holder willing to advance the same, all or any part of the moneys uncalled and unpaid upon the Units held by him and such payment in advance of calls shall extinguish *pro tanto* the liability upon the Units in respect of which it is made and upon the money so received (until and to the extent that the same would but for such advance become payable) the Trust may pay interest at such rate (not exceeding 8.0% per annum) as the Holder paying such sum and the Manager may agree. Capital paid on Units in advance of calls shall not, while carrying interest, confer a right to participate in profits.

5.5.4 Forfeiture and Lien

(i) If a Holder fails to pay in full any call or instalment of a call on the due date for payment thereof, the Manager may at any time thereafter serve a notice on him requiring payment of so much of the call or instalment as is unpaid together with any interest which may have accrued thereon and any expenses incurred by the Trust by reason of such non-payment.

(ii) The notice shall name a further day (not being less than 14 days from the date of service of the notice) on or before which and the place where the payment required by the notice is to be made, and shall state that in the event of non-payment in accordance therewith the Units on which the call has been made will be liable to be forfeited.

(iii) If the requirements of any such notice as aforesaid are not complied with, any Unit in respect of which such notice has been given may at any time thereafter, before payment of all calls and interest and expenses due in respect thereof has been made, be forfeited by the Manager. Such forfeiture shall include all distributions declared in respect of the forfeited Unit and not actually paid before forfeiture. The Manager may accept a surrender of any Unit liable to be forfeited hereunder.

(iv) A Unit so forfeited shall become the property of the Trust and may be sold, re-allotted or otherwise disposed of either to the person who was before such forfeiture the holder thereof or entitled thereto or to any other person upon such terms and in such manner as the Manager shall think fit and at any time before a sale, re-allotment or disposition the forfeiture may be cancelled on such terms as the Manager thinks fit. The Manager may, if necessary, authorise some person to transfer or effect the transfer of a forfeited Unit to any such other person as aforesaid.

(v) A Holder or Depositor whose Units have been forfeited or surrendered shall cease to be a holder in respect of the Units but shall notwithstanding the forfeiture or surrender remain liable to pay to the Trust all moneys which at the date of forfeiture or surrender were presently payable by him to the Trust in respect of the Units with interest thereon at 8.0% per annum (or such lower rate as the Manager may determine) from the date of forfeiture or surrender until payment and the Manager may at their absolute discretion enforce payment without any allowance for the value of the shares at that time of forfeiture or surrender or waive payment in whole or in part.

(vi) The Trust shall have a first and paramount lien on every Unit (not being a fully paid Unit) and distribution from time to time declared in respect of such Units. Such lien shall be restricted to unpaid calls and instalments upon the specific Units in respect of which such moneys are due and unpaid, and to such amounts as the Trust may be called upon by law to pay in respect of the Units of the member or deceased member. The Manager may waive any lien which has arisen and may resolve that any unit shall for some limited period be exempt wholly or partially from the provisions of this Clause.

(vii) The Trust may sell in such manner as the Manager thinks fit any Unit on which the Trust has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable nor until the expiration of 14 days after a notice in writing stating and demanding payment of the sum presently payable and giving notice of intention to sell in default shall have been given to the holder for the time being of the Unit or the person entitled thereto by reason of his death or bankruptcy.

(viii) The net proceeds of such sale after payment of the costs of such sale shall be applied in or towards payment or satisfaction of the debts or liabilities and any residue shall be paid to the person entitled to the Units at the time of the sale or to his executors, administrators or assigns, or as he may direct. For the purpose of giving effect to any such sale the Manager may authorise some person to transfer or effect the transfer of the Units sold to the purchaser.

(ix) A statutory declaration in writing that the declarant is a director or secretary of the Manager and that a Unit has been duly forfeited or sold to satisfy a lien of the Trust on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the Unit. Such declaration and the receipt of the Trust for the consideration (if any) given for the Unit on the sale, re-allotment or disposal thereof together (where the same be required) with the confirmation note delivered to a purchaser (or where the purchaser is a Depositor, to the Depository or its nominee (as the case may be)) or allottee thereof shall (subject to the execution of a transfer if the same be required) constitute good title to the Unit and the Unit shall be registered in the name of the person to whom the Unit is sold, re-allotted or disposed of or, where such person is a Depositor, the Manager shall procure that his name be entered in the Depository Register in respect of the Unit so sold, re-allotted or disposed of. Such person shall not be bound to see to the application of the purchase money (if any) nor shall his title to the Unit be affected by any irregularity or invalidity in the proceedings relating to the forfeiture, sale, re-allotment or disposal of the Unit.

5.6 Units Issued to Persons Resident Outside Singapore

Subject to any Relevant Laws, Regulations and Guidelines, if a Unit is to be issued to a person resident outside Singapore, the Manager shall be entitled to charge an additional amount to the Issue Price thereof which is equal to the excess of the expenses actually incurred over the amount of expenses which would have been incurred if such person had been resident in Singapore. In relation to any rights issue or (as the case may be) any preferential offering, the Manager may in its absolute discretion elect not to extend an offer of Units under the rights issue or preferential offering to those Holders whose addresses are outside Singapore after having regard to the relevant considerations including whether the Manager considers such election to be necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place. In the case of a rights issue, the provisional allocations of Units of such Holders may be offered for sale by the Manager (as the nominee and authorised agent of each such relevant Holder) in such manner and at such price as the Manager may determine. Where necessary, the Trustee shall have the discretion to impose such other terms and conditions in connection with the sale. The proceeds of any such sale if successful will be paid to the relevant Holders PROVIDED THAT, where the proceeds payable to any single Holder is less than S$10, the Manager shall be entitled to retain such proceeds as part of the Deposited Property.

5.7 Updating of Securities Account

For so long as the Trust is Listed on the SGX-ST, the Manager shall cause the Depository to effect the book entry of Units issued to a Holder into such Holder's Securities Account no later than the tenth Business Day after the date on which those Units are agreed to be issued by the Manager.

5.8 Selling Price of Manager's Units

For so long as the Trust is Unlisted, each Unit of which the Manager is or is deemed to be the Holder may be sold or offered for sale by the Manager at a price equal to the total of the Current Unit Value of that Unit on the day of the sale or offer, the Preliminary Charge and an amount to adjust the resultant total upwards to the nearest whole cent. The Preliminary Charge shall be retained by the Manager for its own benefit and the amount of the adjustment shall be retained as part of the Deposited Property.

5.9 Discounts

In the event a Preliminary Charge is imposed on the issue of Units where the Trust is Unlisted, the Manager may on any day differentiate between applicants as to the amount of the Preliminary Charge to be imposed (within the permitted limit) on the Issue Price of Units issued to them respectively and likewise the Manager may on any day on the issue of Units allow any person or persons applying for larger numbers of Units than others a discount or discounts on the Issue Price of their Units on such basis or on such scale as the Manager may think fit (PROVIDED THAT no such discount shall exceed the Preliminary Charge included in the Issue Price of the Units concerned) and in any such case, the amount of such Preliminary Charge to be deducted from the proceeds of issue of such Units shall be reduced by the amount of the discount and accordingly the discount shall be borne by the Manager. Besides the number of Units purchased, the bases on which the Manager may differentiate between applicants as to the amount of the Preliminary Charge to be included in the Issue Price of their Units depends on several other factors, including but not limited to, the performance of and the marketing strategy adopted by the Manager for the Trust.

5.10 Statement of Dealings

The Manager shall furnish to the Trustee from time to time on demand a statement of all issues of Units and of the terms on which the same are issued and of any Investments which it determines to direct to be purchased for account of the Trust, and also a statement of any Investments which in accordance with the powers hereinafter contained it determines to direct to be sold for account of the Trust, and any other information which may be necessary so that the Trustee may be in a position to ascertain at any moment the Net Asset Value of the Deposited Property. The Trustee shall be entitled to require that the Manager refuse to issue a Unit if at any time the Trustee is of the opinion that the provisions of this Clause 5 in regard to the issue of Units are being infringed; but nothing in this Clause 5.10 or elsewhere in this Deed contained shall impose upon the Trustee any responsibility for satisfying itself before issuing Units that the Manager has complied with the conditions of this Clause 5.

5.11 Suspension of Issue

The Manager or the Trustee may, with the prior written approval of the other and subject to the Listing Rules or the listing rules of any other relevant Recognised Stock Exchange (while the Trust is Listed), suspend the issue of Units during any of the following events:

5.11.1 any period when the SGX-ST or any other relevant Recognised Stock Exchange is closed (otherwise than for public holidays) or during which dealings are restricted or suspended;

5.11.2 the existence of any state of affairs which, in the opinion of the Manager or (as the case may be) the Trustee might seriously prejudice the interests of the Holders as a whole or of the Deposited Property;

5.11.3 any breakdown in the means of communication normally employed in determining the price of any Investments or (if relevant) the current price thereof on the SGX-ST or any other relevant Recognised Stock Exchange or when for any reason the prices of any Investments cannot be promptly and accurately ascertained;

5.11.4 any period when remittance of money which will or may be involved in the realisation of any Investments or in the payment for any Investments cannot, in the opinion of the Manager, be carried out at normal rates of exchange;

5.11.5 any period where the issuance of Units is suspended pursuant to any order or direction issued by the Authority or any other relevant regulatory authority;

5.11.6 in relation to any general meeting of the Holders, any 72 hour period before such general meeting or any adjournment thereof; or

5.11.7 when the business operations of the Manager or the Trustee in relation to the operation of the Trust are substantially interrupted or closed as a result of, or arising from nationalisation, expropriation, currency restrictions, pestilence, acts of war, terrorism, insurrection, revolution, civil unrest, riots, strikes, nuclear fusion or fission or acts of God.

Such suspension shall take effect forthwith upon the declaration in writing thereof by the Manager or (as the case may be) the Trustee and shall terminate on the day following the first Business Day on which the condition giving rise to the suspension shall have ceased to exist and no other conditions under which suspension is authorised under this Clause 5.11 shall exist upon the declaration in writing thereof by the Manager or (as the case may be) the Trustee. In the event of any suspension while the Trust is Listed, the Manager shall ensure that immediate announcement of such suspension is made through the SGX-ST or the relevant Recognised Stock Exchange.

7. Repurchase and Redemption of Units by Manager

7.1 Repurchase and Redemption Restrictions when Trust is Unlisted

When the Trust is Unlisted, the Manager may, but is not obliged to, repurchase or cause the redemption of Units more than once a year in accordance with the Property Funds Appendix and a Holder has no right to request for the repurchase or redemption of Units more than once a year. Where the Manager offers to repurchase or cause the redemption of Units issued when the Trust is Unlisted and, upon acceptance of such an offer, the Manager shall do so at the Repurchase Price calculated in accordance with Clause 7.3.1.

7.2 Repurchase and Redemption Restrictions when Trust is Listed

7.2.1 General

The Manager is not obliged to repurchase or cause the redemption of Units so long as the Trust is Listed. Where the Manager offers to repurchase or cause the redemption of Units issued when the Trust is Listed and, upon acceptance of such an offer, the Manager shall do so at the Repurchase Price calculated in accordance with Clause 7.3.2. In the event the Manager decides to repurchase or

cause the redemption of Units, such repurchase or redemption must comply with the Relevant Laws, Regulations and Guidelines (including but not limited to the Listing Rules and/or the listing rules of any other relevant Recognised Stock Exchange and the Property Funds Appendix. The Manager may, subject to the Relevant Laws, Regulations and Guidelines (including but not limited to the Listing Rules and/or the listing rules of any other relevant Recognised Stock Exchange and the Property Funds Appendix, suspend the repurchase or redemption of Units for any period when the issue of Units is suspended pursuant to Clause 5.11.

7.2.2 Holders' Approval

For so long as the Trust is Listed on the SGX-ST, the Manager may repurchase or otherwise acquire its issued Units on such terms and in such manner as the Manager may from time to time think fit if it has obtained the prior approval of Holders in general meeting by passing an Ordinary Resolution (the "**Unit Buy- back Mandate**"), in accordance with the provisions of this Deed but subject thereto and to other requirements of the Relevant Laws, Regulations and Guidelines.

7.2.3 Maximum Limit

The total number of Units which may be repurchased pursuant to any Unit Buy- back Mandate is limited to that number of Units representing not more than 10% of the total number of issued Units as at the date of the general meeting when such Unit Buy-back Mandate is approved by Holders.

7.2.4 Duration of Authority

Repurchases of Units may be made during the Relevant Period. "**Relevant Period**" is the period commencing from the date of the general meeting at which a Unit Buy-back Mandate is sought and the resolution relating to the Unit Buy-back Mandate is passed, and expiring on:

(i) the date the next Annual General Meeting is or is required by the Relevant Laws, Regulations and Guidelines or this Deed to be held, whichever is earlier; or

(ii) the date on which the repurchases of Units by the Manager pursuant to the Unit Buy-back Mandate are carried out to the full extent mandated,

whichever is earlier

For the avoidance of doubt, the authority conferred on the Manager by the Unit Buy-back Mandate to repurchase Units may be renewed at the next general meeting.

7.3 Repurchase Price

For the purposes of Clauses 7.1 and 7.2, the Repurchase Price shall be:

7.3.1 in respect of the repurchase or redemption of Units prior to the Listing Date, an amount determined by the Manager in its absolute discretion. Such amount may be less than, equal to or more than the Current Unit Value of the relevant Units on the day the Manager's offer to repurchase or cause the redemption of Units is accepted; and

7.3.2 in respect of the repurchase or redemption of Units after the Listing Date (whether or not the Trust is Listed or has been Unlisted at the time the Manager's offer to repurchase or redeem Units is made), unless prohibited by the Relevant Laws, Regulations and Guidelines, the Current Unit Value of the relevant Units on the day the request is accepted by the Manager less the Repurchase Charge and less an amount to adjust the resultant total downwards to the nearest whole cent.

The Repurchase Charge shall be retained by the Manager for its own benefit and the adjustment shall be retained as part of the Deposited Property. The Manager may on any day differentiate between Holders as to the amount of the Repurchase Charge to be included (within the permitted limit) in the Repurchase Price of Units to be repurchased by the Manager from them respectively. The bases on which the Manager may make any differentiation as between Holders shall include, without limitation, Holders with large holdings of Units and Holders who have opted for a distribution reinvestment arrangement. Once a request for repurchase or redemption is given, it cannot be revoked without the consent of the Manager. The Manager may, subject to the Listing Rules or the listing rules of any other relevant Recognised Stock Exchange, suspend the repurchase or redemption of Units during any period when the issue of Units is suspended pursuant to Clause 5.11.

7.4 Repurchase or Redemption Options of Manager

In the event the Manager decides to make any offer to repurchase or redeem Units, the Manager shall have the following options:

7.4.1 to effect a repurchase out of its own funds (upon which repurchase the Manager shall be entitled to the Units concerned and to the benefit of the Units concerned);

7.4.2 to procure some other person to purchase the Units and such purchase shall be deemed to be a repurchase by the Manager within the meaning of this Clause 7; or

7.4.3 PROVIDED THAT there is sufficient Cash in the Trust, and subject to compliance with the Relevant Laws, Regulations and Guidelines, to request and cause the Trustee to redeem the Units out of the assets of the Trust by paying from the Deposited Property a sum sufficient to satisfy the Repurchase Price and the Repurchase Charge (if any) of the Units. The Trustee shall only comply if, in the opinion of the Trustee, sufficient Cash would be retained in the Deposited Property after the release of Cash necessary to comply with the redemption notice to meet other Liabilities, including but without limiting the generality thereof, the Property Expenses and the remuneration due to the Trustee and the Manager under this Deed. Should the Trustee advise the Manager that, in the opinion of the Trustee, sufficient Cash would not be retained in the Deposited Property to meet other Liabilities if the Trustee were to release the funds necessary to comply with any redemption notice, then the Manager may, at its absolute discretion, request the Trustee to sell, mortgage or otherwise deal with the Investments or borrow to raise sufficient Cash to redeem the Units pursuant to this Clause 7.4.3.

7.5 Amendments to Register

Upon delivery to the Trustee of a written statement signed by or on behalf of the Manager that all the Units or a specified number of Units held by a Holder have been repurchased by the Manager or have been purchased by another person or have been redeemed, the Trustee shall remove or procure the removal of the name of the Holder from the Register in respect of all or (as the case may be) such number of Units.

7.6 Redeemed Units are Cancelled

Units which are redeemed shall thereupon be cancelled and shall not thereafter be reissued but this Clause 7.6 shall not limit or restrict the right of the Manager to cause the creation and/or issue of further or other Units.

7.7 Manner of Repurchase

Subject always to the requirements of the Relevant Laws, Regulations and Guidelines, for so long as the Trust is Listed on the SGX-ST, the Manager may:

7.7.1 purchase or acquire Units on a securities exchange ("**Market Purchase**"); or

7.7.2 make an offer to repurchase Units, otherwise than on a securities exchange and by way of an "off-market" acquisition of the Units on an "equal access scheme" (as defined below) ("**Off-Market Purchase**"),

(each a form of "**Unit Buy-back**"), and to deal with any of the Units so purchased or acquired in accordance with this Clause 7.

For the purpose of this Clause 7, an equal access scheme is a scheme which satisfies the following criteria:

(i) the offers under the scheme are to be made to every person who holds Units to purchase or acquire the same percentage of their Units;

(ii) all of those persons have a reasonable opportunity to accept the offers made to them; and

(iii) the terms of all the offers are the same except that there shall be disregarded:

(a) differences in consideration attributable to the fact that the offers relate to Units with different accrued distribution entitlements;

(b) differences in consideration attributable to the fact that the offers relate to Units with different amounts remaining unpaid; and

differences in the offers introduced solely to ensure that each Holder is left with a whole number of Units.

7.8 Procedure for Repurchase of Units via a Market Purchase

For so long as the Trust is Listed on the SGX-ST, where Units are repurchased via a Market Purchase, the notice of general meeting specifying the intention to propose a resolution to authorise a Market Purchase shall:

7.8.1 specify the maximum number of Units or the maximum percentage of Units authorised to be acquired or purchased;

7.8.2 determine the maximum price which may be paid for the Units (either by specifying a particular sum or by providing a basis or formula for calculating the amount of the price in question without reference to any person's discretion or opinion);

7.8.3 specify a date on which the authority is to expire, being a date that must not be later than the date on which the next Annual General Meeting is, or is required by law to be, held, whichever is earlier; and

7.8.4 specify the sources of funds to be used for the purchase or acquisition including the amount of financing and its impact on the Trust's financial position.

The resolution authorising a Market Purchase may be unconditional or subject to conditions and shall state the particulars set out in Clauses 7.8.1 to 7.8.4.

7.8.5 The authority for a Market Purchase may, from time to time, be varied or revoked by the Holders in a general meeting. A resolution to confer or vary the authority for a Market Purchase may determine the maximum price for purchase or acquisition by:

(i) specifying a particular sum; or

(ii) providing a basis or formula for calculating the amount of the price in question without reference to any person's discretion or opinion.

7.9 Procedure for Repurchase of Units via an Off-Market Purchase

7.9.1 For so long as the Trust is Listed on the SGX-ST, where Units are repurchased via an Off-Market Purchase, the notice of general meeting specifying the intention to propose a resolution to authorise an Off-Market Purchase shall:

(i) specify the maximum number of Units or the maximum percentage of Units authorised to be acquired or purchased;

(ii) determine the maximum price which may be paid for the Units (either by specifying a particular sum or by providing a basis or formula for calculating the amount of the price in question without reference to any person's discretion or opinion);

(iii) specify a date on which the authority is to expire, being a date that must not be later than the date on which the next Annual General Meeting is, or is required by law to be, held, whichever is earlier; and

(iv) specify the sources of funds to be used for the purchase or acquisition including the amount of financing and its impact on the Trust's financial position.

The resolution authorising an Off-Market Purchase may be unconditional or subject to conditions and shall state the particulars set out in Clauses 7.9.1(i) to 7.9.1(iv).

The authority for an Off-Market Purchase may, from time to time, be varied or revoked by the Holders in a general meeting. A resolution to confer or vary the authority for an Off-Market Purchase may determine the maximum price for purchase or acquisition by:

(a) specifying a particular sum; or

(b) providing a basis or formula for calculating the amount of the price in question without reference to any person's discretion or opinion.

7.9.2 For so long as the Trust is Listed on the SGX-ST, in the event that the Manager decides to make any offer to repurchase Units via an Off-Market Purchase, the Manager will send an offer notice to Holders. Holders wishing to take up the offer will be asked to respond by sending a request in writing for the repurchase of their Units. At such request in writing of a Holder (or, in the case of Joint Holders, all the Joint Holders), the Manager will repurchase, in accordance with this Clause 7, such of the Units entered against his name in the Register or the Depository Register (as the case may be) as are required by the Holder to be repurchased.

7.10 Reporting Requirements

Subject to the Relevant Laws, Regulations and Guidelines, for so long as the Trust is Listed on the SGX-ST, the Manager shall:

7.10.1 notify the SGX-ST (in the form of an announcement on the SGX-ST) of all purchases of Units in accordance with the Listing Rules and in such form and with such details as the SGX-ST may prescribe; and

7.10.2 make an announcement on the SGX-ST at the same time it notifies the SGX-ST of any purchase of Units pursuant to any Unit Buy-back Mandate, that the board of directors of the Manager is satisfied on reasonable grounds that, immediately after the purchase of Units, the Manager will be able to fulfil, from the Deposited Property, the Liabilities as these liabilities fall due."

THE RIGHTS OF MNACT UNITHOLDERS IN RESPECT OF DISTRIBUTIONS

"**11. Distributions**

11.1 Distribution of Income

Subject to this Clause 11 and the Relevant Laws, Regulations and Guidelines, the Manager shall make regular distributions of all (or such lower percentage as determined by the Manager in its absolute discretion) of its Distributable Income to Holders at quarterly, half-yearly or yearly intervals or at such other intervals as the Manager shall decide in its absolute discretion.

11.2 Manager to Collect

The Manager must collect and pay to the Trustee and the Trustee must receive all moneys, rights and property paid or receivable in respect of the Trust.

11.3 Minimum Annual Distribution

In respect of the first Financial Year, the Financial Year ending 31 March 2014 and the Financial Year ending 31 March 2015, the total amounts distributable to Holders shall be at 100% of the Distributable Income for the first Financial Year, the Financial Year ending 31 March 2014 and the Financial Year ending 31 March 2015, respectively; and in respect of each Financial Year thereafter, the total amounts distributable or distributed to Holders shall be no less than 90% of the Distributable Income for that Financial Year.

Nothing in this Clause 11 shall affect in any way the ability of the Trust, if so determined by the Manager, to distribute to Holders amounts in excess of 90% of the Distributable Income for any Financial Year.

The Manager may, at its discretion from time to time, direct the Trustee to make distributions over and above the minimum 90% of Distributable Income if and to the extent the Trust, in the opinion of the Manager, has funds surplus to its business requirements.

11.4 Frequency of Distribution of Income

The Manager will endeavour to ensure that for each Financial Year there is at least one distribution and the last distribution covers the period up to the last day of the Financial Year. For each Distribution Period the Manager will calculate, and the Trustee will distribute, each Holder's Distribution Entitlement, in accordance with the provisions of this Clause 11.

11.5 Distribution Entitlement

11.5.1 The "**Distribution Amount**" for a Distribution Period ending other than on the last day of a Financial Year is to be determined in accordance with the following formula:

DA = (P of IDI) + C

Where:

"**DA**" is the Distribution Amount for that Distribution Period;

"**P**" is the percentage as determined by the Manager;

"**IDI**" is the Interim Distributable Income for that Distribution Period determined by the Manager (based on the interim unaudited financial statements of the Trust for that Distribution Period) as representing the consolidated net profit of the Trust and the Special Purpose Vehicles for that Distribution Period, after provision for tax, and as adjusted to eliminate the effects of Adjustments; and

"**C**" is any additional amount (including capital), which may be a negative amount, which the Manager has determined is to be distributed or if thought fit by the Manager, to be transferred to or from an undistributed income reserve account.

11.5.2 The "**Distribution Amount**" for a Distribution Period ending on the last day of a Financial Year is to be determined in accordance with the following formula:

DA = (P of ADI) + C - D

Where:

"**DA**" is the Distribution Amount for that Distribution Period;

"**ADI**" is the amount (if any) the Distributable Income for that Financial Year; and

"**P**" shall be 90%;

"**C**" is any additional amount (including capital), which may be a negative amount, which the Manager has determined is to be distributed or if thought fit by the Manager, to be transferred to or from an undistributed income reserve account.

"**D**" is the aggregate of the Distribution Amount(s) for the previous Distribution Period(s) of that Financial Year.

11.5.3 Each Holder's Distribution Entitlement is to be determined in accordance with the following formula:

$$DE = DA \times \frac{UH}{UI}$$

where:

"**DE**" is the Distribution Entitlement;

"**DA**" is the Distribution Amount;

"**UH**" is the number of Units held by the Holder, at the close of business on the Record Date for the relevant Distribution Period adjusted to the extent he is entitled to participate in the Distribution Amount; and

"**UI**" is the number of Units in issue in the Trust at the close of business on the Record Date for the relevant Distribution Period adjusted to the extent the Holder is entitled to participate in the Distribution Amount.

11.6 Distribution of Entitlement

11.6.1 The Trustee must in respect of each Distribution Period pay to each Holder, his Distribution Entitlement on or before the Distribution Date for the Distribution Period.

11.6.2 For the purpose of identifying the persons who are entitled to the Distribution Entitlement for a Distribution Period, the persons who are Holders on the Record Date for that Distribution Period have an absolute, vested and indefeasible interest in their respective Distribution Entitlements for that Distribution Period.

11.6.3 The Manager and the Trustee must deduct from each Holder's Distribution Entitlement all amounts which:

(i) are necessary to avoid distributing a fraction of a cent;

(ii) the Manager determines not to be practical to distribute on a Distribution Date;

(iii) equal any amount of Tax which has been paid or which the Manager determines is or may be payable by the Trustee or the Manager in respect of the portion of the income of the Trust attributable to such Holder or the amount of the distribution otherwise distributable to such Holder;

(iv) are required to be deducted by law, the Tax Ruling or this Deed; or

(v) are payable by the Holder to the Trustee or the Manager.

11.6.4 The Manager must direct the Trustee as to how any sum so retained is to be applied and/or paid.

11.7 Holder Notification

Each Holder must as and when required by the Manager, provide such information as to his place of residence for taxation purposes as the Manager may from time to time determine.

11.8 Composition of Distribution

Following the end of each Financial Year, the Manager must notify each Holder of:

11.8.1 the extent to which a distribution under this Clause 11 is composed of, and the types of, income and capital (which shall be determined by the Manager in its absolute discretion); and

11.8.2 any amounts deducted under 11.6.3(iii) and 11.6.3(iv).

11.9 Tax Declaration Forms and Tax Distribution Vouchers

11.9.1 The Manager shall, where necessary, in respect of each Distribution Period before the Distribution Amounts are paid out, send to each Holder, a tax declaration form for the purpose of each Holder declaring his tax status. The Manager and the Trustee may rely on any representation made by a Holder as to his tax status made on each relevant tax declaration form returned to the Manager (or its agent) or the Trustee to determine whether or not to deduct Tax from the Distribution Amount. If a Holder fails to make any such declaration in time for a distribution, the Manager and the Trustee shall proceed to deduct the appropriate amount of Tax from the Distribution Amount due to that Holder.

11.9.2 On a distribution having been made, the Trustee shall, where necessary, issue to each Holder a tax distribution voucher prepared by the Manager in a form approved by the Trustee and the IRAS. In the case of any distribution made or on termination of the Trust, each tax distribution voucher shall show what proportion of the distribution represents capital, what proportion represents income exempt from Singapore income tax or income subject to Singapore income tax and what proportion represents the portion of any tax payable by the Trustee on income and gains attributable to the Holders.

11.10 Categories and Sources of Income

11.10.1 For any category or source of income the Manager may keep separate accounts and allocate the income from any category or source to any Holder.

11.10.2 The Manager may cause the distribution of any amount recorded in an account or record kept pursuant to Clause 11.10.1 before the distribution of any other amount.

11.11 Distribution Policy

The Manager and the Trustee acknowledge that subject to Clause 11.1, the Trust's distribution policy on and after the Listing Date is to distribute as much of its income as practicable.

11.12 Distribution Reinvestment Arrangements

The Manager may advise Holders, from time to time in writing that Holders, may, on terms as permitted by the Property Funds Appendix, the Listing Rules or the listing rules of the relevant Recognised Stock Exchange and all other Relevant Laws, Regulations and Guidelines and as specified in the notice, participate in an arrangement under which Holders may request that all or a proportion of specified distributions due to them be applied to the issue of further Units PROVIDED THAT the Issue Price for any such Units to be issued shall be the Issue Price determined in accordance with Clause 5.3 if the Units are Listed and Clause 5.4 if the Units are Unlisted. The Units so issued shall be deemed to be purchased by such Holders. The Manager shall be entitled to amend the terms of any such distribution reinvestment arrangements from time to time by notice in writing to Holders.

11.13 Capitalisation of Undistributed Distribution Amount

Prior to the Listing Date, the Manager, with the agreement of all Holders, may elect not to distribute in accordance with Clause 11.4 and in lieu of such distribution capitalise the undistributed Distribution Amount.

12. Place and Conditions of Payment

12.1 Place and Conditions of Payment

Any moneys payable by the Trustee to any Holder on the relevant Record Date under the provisions of this Deed shall be paid in the case of Holders who do not hold their Units jointly with any other person, by cheque or warrant (if applicable) sent through the post to the registered address of such Holder or, in the case of Joint Holders, to the registered address of the Joint Holder who is first named in the Register or to the registered address of any other of the Joint Holders as may be authorised by all of them. Every such cheque or warrant shall be made payable to the order of the person to whom it is delivered or sent and payment of the cheque or warrant by the banker upon whom it is drawn shall be a satisfaction of the moneys payable and shall be a good discharge to the Trustee. Where the Trustee receives the necessary authority in such form as the Trustee shall consider sufficient, the Trustee shall pay the amount due to any Holder to his bankers or other agent and the receipt of such an amount by such bankers or other agent shall be a good discharge therefor. Any moneys payable by the Trustee to any Depositor appearing in the Depository Register on the relevant Record Date under the provisions of this Deed shall be paid, in the case of such Depositor's Units credited into a Securities Account, by transferring such moneys into the Depository's bank account (as notified to the Manager and the Trustee) and by the Trustee causing the Depository to make payment thereof to such Depositor by cheque sent through the post to the address of such Depositor on record with the Depository or, in the case of Joint Depositors, to the registered address of the Joint Depositors on record with the Depository or by any other form as may be agreed between the Manager and the Depository. Payment of the moneys by the Trustee to the Depository shall be a satisfaction of the moneys payable to the relevant Depositor and shall be a good discharge to the Trustee. Any charges payable to the Depository for the distribution of moneys to Depositors under this Deed shall be borne out of the Deposited Property.

No amount payable to any Holder or Depositor shall bear interest.

12.2 Deductions

Before any payment is made to a Holder, there shall be deducted such amounts as any law of Singapore or any law of any other country in which such payment is made may require or allow in respect of any income or other taxes, charges or assessments whatsoever and there may also be deducted the amount of any stamp duties or other government taxes or charges payable by the Manager or (as the case may be) the Trustee for which the Manager or (as the case may be) the Trustee may be made liable in respect of or in connection therewith.

There may also be deducted from such payment the amount of any stamp duties or other governmental taxes or charges payable by the Manager or, as the case may be, the Trustee or for which either of them may be made liable in respect of such payment or any documents signed by it in connection therewith.

Neither the Manager or the Trustee shall be liable to account to a Holder for any payment made or suffered to be made by the Manager or (as the case may be) the Trustee in good faith and in the absence of fraud, gross negligence, wilful default, a breach of this Deed or a breach of trust (in the case of the Trustee) to any duly empowered fiscal authority of Singapore or elsewhere for taxes or other charges in any way arising out of or relating to any transaction of whatsoever nature under this Deed notwithstanding that any such payments ought not to be, or need not have been, made or suffered to be made.

12.3 Receipt of Holders

The receipt of the Holder or (as the case may be) the Depository on behalf of the Depositors, for any amounts payable in respect of Units shall be a good discharge to the Manager or (as the case may be) the Trustee and if several persons are registered as Joint Holders or, in consequence of the death of a Holder, are entitled to be so registered, any one of them may give effectual receipts for any such amounts.

12.4 Unclaimed Moneys

Any moneys payable to a Holder under this Deed which remain unclaimed after a period of 12 months shall be accumulated in a special account (the "**Unclaimed Moneys Account**") from which the Trustee may, from time to time, make payments to a Holder claiming any such moneys. Subject to Clause 26, the Trustee shall cause such sums which represent moneys remaining in the Unclaimed Moneys Account for six years after the date for payment of such moneys into the Unclaimed Moneys Account and interest, if any, earned thereon to be paid into court after deducting from such sum all fees, costs and expenses incurred in relation to such payment into court PROVIDED THAT if the said moneys are insufficient to meet all such fees, costs and expenses, the Trustee shall be entitled to have recourse to the Deposited Property."

THE RIGHTS OF MNACT UNITHOLDERS IN RESPECT OF VOTING

"**13. Voting Rights in Respect of the Deposited Property**

13.1 Manager's Right to Determine How Voting Rights are Exercised

Except as otherwise expressly provided and subject to Clause 10.4 relating to Special Purpose Vehicles and Treasury Companies owned by the Trustee, all rights of voting conferred by any of the Deposited Property shall be exercised in such manner as the Manager may in writing direct and the Manager may refrain at its own discretion from the exercise of any voting rights and no Holder shall have any right to interfere or complain.

The Trustee shall, upon written request by and at the expense of the Manager from time to time, execute and deliver or cause to be executed or delivered to the Manager or its nominees such powers of attorney or proxies as the Manager may reasonably require, in such name or names as the Manager may request, authorising such attorneys and proxies to vote, consent or otherwise act in respect of all or any part of the Deposited Property.

The Manager shall be entitled to exercise the said rights in what the Manager may consider to be the best interests of the Holders, but neither the Manager nor the Trustee shall be under any liability or responsibility in respect of the management of the Investment in question nor in respect of any vote, action or consent given or taken or not given or not taken by the Manager whether in person or by proxy, and neither the Trustee nor the Manager nor the holder of any such proxy or power of attorney shall incur any liability or responsibility by reason of any error of law or mistake of fact or any matter or thing done or omitted to be done or approval voted or given or withheld by the Trustee or the Manager or by the holder of such proxy or power of attorney under this Deed; and the Trustee shall be under no obligation to anyone and shall not incur any liability with respect to any action taken or caused to be taken or omitted to be taken by the Manager or by any such proxy or attorney.

The Manager shall in respect of its having exercised or not having exercised any such right of voting, action or consent keep a written record of such exercise or non-exercise and shall at all reasonable times during Business Hours give the Trustee and any Holder reasonable access to such record and allow the Trustee and any Holder to inspect such record but neither the Trustee nor any Holder shall be entitled to remove the same or to make any entries therein or alterations thereto, PROVIDED ALWAYS THAT if such record is kept on magnetic tape or in accordance with some other mechanical or electrical system the provisions of this Clause 13.1 may be satisfied by the production of legible evidence of the contents of such record.

13.2 Construction of Voting Rights

The phrase "**rights of voting**" or the word "**vote**" used in this Clause 13 shall be deemed to include not only a vote at a meeting but any consent to or approval of any arrangement, scheme or resolution or any alteration in or abandonment of any rights attaching to any part of the Deposited Property and the right to requisition or join in a requisition to convene any meeting or to give notice of any resolution or to circulate any statement.

30. Meetings of Holders

The provisions set out in Schedule 1 relating to meetings of Holders shall have effect as if the same were included herein."

Schedule 1

MEETINGS OF HOLDERS

1. A general meeting to be called the "Annual General Meeting" shall, in addition to any other meeting of Holders, be held once in every calendar year and not more than 15 months after the holding of the last preceding Annual General Meeting, but so long as the Trust holds its first Annual General Meeting within 18 months of its constitution, the Trust need not hold it in the year of its constitution or in the following year. Save as set out above and in Clause 21, all Annual General Meetings may be held at such time and place as may be determined by the Trustee and the Manager. All other general meetings shall be called Extraordinary General Meetings.

2. The Trustee or the Manager (and the Manager shall at the request in writing of not less than 50 Holders or Holders representing not less than 10.0% of the issued Units of the Trust) may at any time convene a meeting of Holders at such time and place (subject as hereinafter provided) as may be thought fit and the following provisions of this Schedule shall apply thereto. Any such meeting convened shall be held in Singapore.

3. Prior to the Listing Date, the Manager or (being a Holder) any Associate thereof shall be entitled to receive notice of and attend at any such meeting and shall be entitled to vote or be counted in the quorum thereof at a meeting convened to consider a matter in respect of which the Manager or any Associate has a material interest.

4. After the Listing Date, the Manager or (being a Holder), the controlling shareholders (as defined in the Listing Rules) of the Manager and any Associate thereof shall be entitled to receive notice of and attend at any such meeting but shall subject to paragraph 5(ii) of this Schedule, not be entitled to vote or be counted in the quorum thereof at a meeting convened to consider a matter in respect of which the relevant controlling shareholders of the Manager or any Associate has a material interest (including, for the avoidance of doubt, interested person transactions (as defined in the Listing Rules and/or the listing rules of other relevant Recognised Stock Exchange) and interested party transactions (as defined in the Property Funds Appendix) and accordingly for the purposes of the following provisions of this Schedule, Units held or deemed to be held by the Manager or any Associate shall not be regarded as being in issue under such circumstances. Any director, the secretary and any solicitor of the Manager, the Trustee and directors and any authorised official and any solicitor of the Trustee shall be entitled to attend and be heard at any such meeting.

5. A meeting of Holders duly convened and held in accordance with the provisions of this Schedule shall be competent by:

   (i) Extraordinary Resolution to:

      (a) sanction any modification, alteration or addition to the provisions of this Deed which shall be agreed by the Trustee and the Manager as provided in Clause 28 of this Deed;

      (b) sanction a supplemental deed increasing the maximum permitted limit or any change in the structure of the Management Fee (including the Base Fee and the Performance Fee), the Acquisition Fee, the Divestment Fee and the Trustee's remuneration as provided in Clause 15 of this Deed;

(c) remove the Auditors and appoint other Auditors in their place as provided in Clause 22.3 of this Deed;

(d) remove the Trustee as provided in Clause 23.3.4 of this Deed;

(e) direct the Trustee to take any action pursuant to Section 295 of the Securities and Futures Act (relating to the winding up of the Trust); and

(f) delist the Trust after it has been Listed as provided in Clause 9.2 of this Deed;

(ii) a resolution duly proposed and passed as such by a simple majority of Holders present and voting at a general meeting, with no Holder being disenfranchised, to remove the Manager as provided in Clause 24.1.4 of this Deed,

and shall have such further or other powers under such terms and conditions as may be determined by the Manager with the prior written approval of the Trustee. Any decision to be made by resolution of the Holders other than those specified in this paragraph 5(i) and (ii), shall be made by Ordinary Resolution, unless an Extraordinary Resolution is required by the Securities and Futures Act, the Code or the Listing Rules or the listing rules of any other relevant Recognised Stock Exchange.

5.1 Subject to paragraph 5.2 below, at least 2 days' notice (in the case of Holders' meetings prior to the Listing Date) or 14 days' notice (in the case of Holders' meetings after the Listing Date to pass an Ordinary Resolution) or 21 days' notice (in the case of Holders' meetings after the Listing Date to pass an Extraordinary Resolution) (not inclusive of the day on which the notice is served or deemed to be served and of the day for which the notice is given) of every meeting shall be given to the Holders in manner provided in this Deed. The notice shall specify the place, day and hour of meeting and the terms of the resolutions to be proposed, and each such notice shall where required by any Relevant Laws, Regulations and Guidelines be given by advertisement in the daily press and in writing to each stock exchange on which the Trust is listed. A copy of the notice shall be sent by post to the Trustee unless the meeting shall be convened by the Trustee. Any accidental omission to give notice to or the non-receipt of notice by any of the Holders shall not invalidate the proceedings at any meeting.

5.2 Notwithstanding the provisions of paragraph 5.1 above, a meeting of Holders convened by the Trustee for the purposes of the winding up of the Trust pursuant to the Securities and Futures Act shall comply with the relevant requirements of the Securities and Futures Act.

6. The quorum shall be not less than two Holders (whether present in person or by proxy) together holding or representing one-tenth in value of all the Units for the time being in issue. No business shall be transacted at any meeting unless the requisite quorum is present at the commencement of business.

7. If within half an hour from the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to such day and time being not less than 15 days thereafter and to such place as shall be determined for the purpose by the Chairman of the meeting. Notice of the adjourned meeting shall be given in the same manner as for an original meeting. Such notice shall state that the Holders present at the adjourned meeting whatever their number and the value of the Units held by them will form a quorum thereat.

At any such adjourned meeting the Holders present in person or by proxy thereat shall be a quorum.

8. A person nominated in writing by the Trustee shall preside at every meeting and if no such person is nominated or if at any meeting the person nominated shall not be present within fifteen minutes after the time appointed for holding the meeting, the Holders present shall choose one of their number to be Chairman.

9. The Chairman may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place.

10. At any meeting a resolution put to the vote of the meeting shall, subject to the requirements of the prevailing Relevant Laws, Regulations and Guidelines, be decided on a poll. A Holder shall not be entitled to vote unless all calls or other sums personally payable by him in respect of Units have been paid.

11. A poll shall be taken in such manner as the Chairman may direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was conducted.

12. A poll shall be taken at such time and place as the Chairman directs.

13. On a poll every Holder who is present in person or by proxy shall have one vote for every Unit of which he is the Holder. A person entitled to more than one vote need not use all his votes or cast them the same way.

14. In the case of Joint Holders the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the vote of the other Joint Holders and for this purpose seniority shall be determined by the order in which the names stand in the Register, the first being the senior.

15. On a poll votes may be given either personally or by proxy.

16. The instrument appointing a proxy shall be in writing, under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation either under the common seal or under the hand of an officer or attorney so authorised.

17. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority shall be deposited at such place as the Trustee or the Manager with the approval of the Trustee may in the notice convening the meeting direct or if no such place is appointed then at the registered office of the Manager not less than 72 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution. A person appointed to act as a proxy need not be a Holder.

18. An instrument of proxy may be in the usual common form or in any other form which the Trustee shall approve.

19. Notwithstanding anything in this Deed, where a Holder is a Relevant Intermediary, the Holder may appoint more than two proxies to exercise all or any of its rights to attend, speak and vote at every meeting, provided that each proxy must be appointed to exercise the rights attached to a different Unit or Units held by it (which number of Units and Class shall be specified).

20. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed or the transfer of the Units in respect of which the proxy is given Provided That no intimation in writing of such death, insanity, revocation or transfer shall have been received at the place appointed for the deposit of proxies or if no such place is appointed at the registered office of the Manager before the commencement of the meeting or adjourned meeting at which the proxy is used.

21. Minutes of all resolutions and proceedings at every meeting shall be made and duly entered in books to be from time to time provided for that purpose by the Manager at the expense of the Manager and any such minute as aforesaid if purporting to be signed by the Chairman of the meeting shall be conclusive evidence of the matters therein stated and until the contrary is proved, every such meeting in respect of the proceedings of which minutes have been made shall be deemed to have been duly held and convened and all resolutions passed thereat to have been duly passed.

22. A resolution in writing signed by or on behalf of all the Holders for the time being entitled to receive notice of any meeting of Holders shall be as valid and effectual as a resolution (including an Extraordinary Resolution) passed at a meeting of those Holders duly called and constituted. Such resolution may be contained in one document or in several documents in the like form each signed by or on behalf of one or more of the Holders concerned.

23. For the purpose of this Deed, an Extraordinary Resolution means a resolution proposed and passed as such by a majority consisting of 75.0% or more of the total number of votes cast for and against such resolution at a meeting of Holders or (as the case may be) Depositors named in the Depository Register as at 72 hours before the time of such meeting as certified by the Depository to the Manager and an Ordinary Resolution means a resolution proposed and passed as such by a majority being greater than 50.0% of the total number of votes cast for and against such resolution at a meeting of Holders or (as the case may be) Depositors named in the Depository Register as at 72 hours before the time of such meeting as certified by the Depository to the Manager.

    An Extraordinary Resolution or (as the case may be) an Ordinary Resolution shall be binding on all Holders whether or not present at the relevant meeting and each of the Holders and the Trustee and the Manager shall, subject to the provision relating to indemnity in this Deed, be bound to give effect thereto accordingly.

24. A corporation, being a Holder, may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of Holders and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.

25. For the purposes of determining the number of Units held in respect of Units registered in the name of the Depository and the number of votes which a particular Holder may cast in respect of such Units, each of the Trustee and the Manager shall be entitled and bound to accept as accurate the number of Units credited into the Securities Account(s) of the relevant Depositor as shown in the records of the Depository as at a time not earlier than 72 hours prior to the time of the relevant meeting, supplied by the Depository to the Trustee, and to accept as the maximum number of votes which in aggregate that Depositor and his

proxy(ies) (if any) are able to cast on a poll a number which is the number of Units credited into the Securities Account(s) of the relevant Depositor, as shown in the aforementioned records of the Depository, whether that number is greater or smaller than that specified by the Depositor or in the instrument of proxy. Neither the Trustee nor the Manager shall under any circumstances be responsible for, or liable to any person as a result of it, acting upon or relying on the aforementioned records of the Depository.

26. Notwithstanding anything in this Deed, where a corporation is beneficially entitled to all the Units in issue and a minute is signed by a duly authorised representative of the corporation stating that any act, matter, or thing, or any Ordinary Resolution or Extraordinary Resolution, required by this Deed to be made, performed, or passed by or at a meeting of Holders has been made, performed, or passed, that act, matter, thing, or resolution shall, for all purposes, be deemed to have been duly made, performed, or passed by or at a meeting of Holders duly convened and at which a quorum is formed. For the avoidance of doubt, paragraph 8 of this Schedule need not be complied with when any act, matter, thing, or resolution is be deemed to have been duly made, performed, or passed by or at a duly convened meeting of Holders by virtue of this paragraph 26.

27. Notwithstanding anything in this Deed, Holders who have used their CPF monies to subscribe or purchase Units through the CPF Investment Scheme are allowed to attend any general meetings as observers, provided that such Holders have submitted their requests to attach the general meeting through their CPF agent banks."

APPENDIX F – UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS OF THE MNACT GROUP FOR 1H FY21/22



(Constituted in the Republic of Singapore pursuant to a Trust Deed dated 14 February 2013 (as amended))

MAPLETREE NORTH ASIA COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE HALF YEAR FROM 1 APRIL 2021 TO 30 SEPTEMBER 2021 AND DISTRIBUTION ANNOUNCEMENT

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MAPLETREE NORTH ASIA COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE HALF YEAR FROM 1 APRIL 2021 TO 30 SEPTEMBER 2021 AND DISTRIBUTION ANNOUNCEMENT

Summary Results of Mapletree North Asia Commercial Trust ("MNACT") Group

	1H FY21/22 [1]	1H FY20/21 [2]	Variance%
Gross revenue(S$'000)	215,441	190,099	13.3
Net property income (S$'000)	161,879	139,740	15.8
Distributable income (S$'000)	119,533	96,832	23.4
Distribution per unit (cents) [3]	3.426	2.876	19.1

Footnotes:

1) Period from 1 April 2021 to 30 September 2021 ("1H FY21/22")

2) Period from 1 April 2020 to 30 September 2020 ("1H FY20/21")

3) MNACT has amended its distribution policy to make distributions on a half-yearly basis starting from 1H FY20/21. Consequently, DPU for 1H FY21/22 is calculated based on the income available for distribution for 1H FY21/22 over the number of units in issue as at the end of the period of 3,488,854,672 units. The number of units in issue as at the end of 1H FY21/22 does not include the payment of Manager's base fee and the property manager's management fees (collectively known as "Fees") in units of 15,259,182 for 1H FY21/22. The units for payment of Fees for 1H FY21/22, to be issued in November 2021, will be included in the computation of the DPU payable for the second half of the financial year.

MAPLETREE NORTH ASIA COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE HALF YEAR FROM 1 APRIL 2021 TO 30 SEPTEMBER 2021 AND DISTRIBUTION ANNOUNCEMENT

Introduction

Mapletree North Asia Commercial Trust[1] ("MNACT") was constituted in the Republic of Singapore pursuant to a Trust Deed dated 14 February 2013 (as amended). MNACT was listed on Singapore Exchange Securities Trading Limited ("SGX-ST") on 7 March 2013 (the "Listing Date") as a real estate investment trust. The principal investment strategy of MNACT is to invest, directly or indirectly in the Greater China region, Japan and South Korea, in a diversified portfolio of income-producing real estate which is used primarily for commercial purposes (including real estate used predominantly for retail and/or offices), as well as real estate-related assets.

The current portfolio of MNACT comprises thirteen commercial properties in China, in Hong Kong SAR, Japan and South Korea, with a total lettable area of 5.9 million square feet. Their total book value[2] is S$8,443.6 million as of 30 September 2021:

(a) Festival Walk, a landmark territorial retail mall and lifestyle destination with an office component in the Kowloon Tong area of Hong Kong. Festival Walk has been consistently ranked as one of the top ten shopping malls in Hong Kong (acquired on listing date);
(b) Gateway Plaza, a premier Grade-A office building with a retail podium located in the established and prime Lufthansa Area in Beijing, China (acquired on listing date);
(c) Sandhill Plaza, a premium quality business park development located at Zhangjiang Hi-tech Park, within the Pudong New Area, Shanghai, China (acquired on 17 June 2015);
(d) Properties in Japan, with good-quality specifications (collectively, the "Japan Properties"):
- Six office buildings, comprising three office buildings in Tokyo (IXINAL Monzen-nakacho Building, Higashi-nihonbashi 1-chome Building, and TS Ikebukuro Building); an office building in Yokohama (ABAS Shin-Yokohama Building); and two office buildings in Chiba (SII Makuhari Building and Fujitsu Makuhari Building) (acquired on 25 May 2018);
- two office buildings, mBAY POINT Makuhari ("MBP") located in Chiba and Omori Prime Building ("Omori") located in Tokyo (acquired on 28 February 2020[3]); and
- one office building, Hewlett-Packard Japan Headquarters Building ("HPB") located in Tokyo (acquired on 18 June 2021[6])

(e) 50% interest in The Pinnacle Gangnam, a high quality office building located at Gangnam-gu in Seoul, South Korea (acquired on 30 October 2020).[4,5]

All these properties enjoy excellent connectivity via convenient access to major roads, expressways and subway lines, with quality tenants operating across diversified trade sectors.

Mapletree North Asia Commercial Trust Management Ltd. ("MNACTM" or the "Manager") aims to deliver stable and steady DPU growth to Unitholders, through actively managing and enhancing the properties, acquiring good quality income-producing commercial assets aligned with MNACT's investment mandate, and having in place an active capital management strategy to manage both interest rate and foreign exchange volatility. The Manager monitors MNACT's cash flow position and working capital requirements to ensure adequate reserves and liquidity to meet its financial obligations. The Manager also actively refinances MNACT's financial obligations so as to manage the debt maturity profile.

[1] Formerly known as Mapletree Greater China Commercial Trust.
[2] Includes MNACT's 50.0% effective interest in The Pinnacle Gangnam.
[3] Please refer to MNACT's SGX-ST Announcement dated 28 February 2020 titled "Issuance of Transaction Units to Sponsor's Nominee, and Completion of Acquisition of Two Office Properties in Greater Tokyo and Use of Proceeds".
[4] Please refer to MNACT's SGX-ST Announcement dated 25 September 2020 titled "Acquisition of 50.0% Interest In an Office Building Known As "The Pinnacle Gangnam" Located In Seoul, Korea; (B) Manager To Waive Entitlement To Performance Fees".
[5] Please refer to MNACT's SGX-ST Announcement dated 25 September 2020 titled "Expansion of Investment Mandate".
[6] Please refer to MNACT's SGX-ST Announcement dated 18 June 2021 titled "Completion of acquisition of an office property in greater Tokyo and use of proceeds".

MAPLETREE NORTH ASIA COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE HALF YEAR FROM 1 APRIL 2021 TO 30 SEPTEMBER 2021 AND DISTRIBUTION ANNOUNCEMENT

Introduction (continued)

MNACT's distribution policy is to distribute at least 90.0% of its distributable income on a quarterly basis. Following the amendments to Rule 705 of the Listing Manual of the Singapore Exchange Securities Trading Limited on the quarterly reporting framework which took effect from 7 February 2020, MNACT has announced financial statements on a half-yearly basis with effect from the financial year from 1 April 2020 to 31 March 2021 ("FY20/21"). Consequently, MNACT has also amended its distribution policy to make distributions on a half-yearly basis.

Notwithstanding the above, the Manager will continue its proactive engagement with unitholders through various communication channels, including providing relevant and material updates between the announcements of half-yearly financial statements, through SGX announcements.

Distribution Reinvestment Plan ("DRP")

As part of the Manager's proactive capital management efforts to maintain an optimal overall aggregate leverage for MNACT, the Manager will continue to apply the Distribution Reinvestment Plan ("DRP") for MNACT's distribution for the period from 1 April 2021 to 30 September 2021.

MAPLETREE NORTH ASIA COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE HALF YEAR FROM 1 APRIL 2021 TO 30 SEPTEMBER 2021 AND DISTRIBUTION ANNOUNCEMENT

1.1 Consolidated Statement of Profit or Loss, Statement of Comprehensive Income and Distribution Statement (MNACT Group)

Statement of Profit and Loss	1H FY21/22 (S$'000)	1H FY20/21 (S$'000)	Variance Positive/ (Negative) (%)
Gross revenue[1]	215,441	190,099	13.3
Property operating expenses	(53,562)	(50,359)	(6.4)
Net property income	**161,879**	**139,740**	**15.8**
Other income			
Interest income	857	1,200	(28.6)
Other non-operating income- interim insurance proceeds[2]	-	36,751	(100.0)
Other gains/(loss)			
Net foreign exchange gain	800	139	NM
Expenses			
Manager's management fees[3]			
- Base fee	(12,247)	(9,965)	(22.9)
- Performance fee	-	-	-
Trustee's fee	(413)	(418)	1.2
Other trust expenses	(1,416)	(1,288)	(9.9)
Finance costs[4]	(33,240)	(37,919)	12.3
Share of profit of joint venture[5]	2,414	-	NM
Profit before net change in fair value of investment properties and financial derivatives	**118,634**	**128,240**	**(7.5)**
Net change in fair value of investment properties[6]	-	(304,890)	100.0
Net change in fair value of financial derivatives	(326)	3,947	NM
Profit/(loss) before income tax	118,308	(172,703)	NM
Income tax expenses	(19,707)	(17,808)	(10.7)
Profit/(loss) for the period	**98,601**	**(190,511)**	**NM**
Profit/(loss) attributable to:			
Unitholders	96,141	(191,392)	NM
Perpetual securities holders[7]	2,010	-	NM
Non-controlling interests[8]	450	881	(48.9)
	98,601	**(190,511)**	NM
Earnings per unit (cents)			
- Basic and Diluted	**2.773**	**(5.694)**	NM

Footnotes:

1 Revenue for Gateway Plaza and Sandhill Plaza in China is presented net of Value Added Tax. Revenue for the Japan Properties is presented net of consumption tax.

2 Relates to the interim payments by the insurers, as partial payment on account of the estimated insurance claims for property damage and revenue loss due to business interruption at Festival Walk.

3 Manager's base fee is calculated based on 10% of distributable income for the period. This includes the asset management fee payable to Mapletree Investments Japan Kabushiki Kaisha ("MIJ") in cash which is calculated based on 10% of distributable income from the Japan Properties.

4 Includes the interest expenses imputed to the lease liabilities under Singapore Financial Reporting Standards (International) ("SFRS(I)") 16 Leases.

5 Share of profit of joint venture refers to the 50% effective interest in The Pinnacle Gangnam. The acquisition of The Pinnacle Gangnam was completed on 30 October 2020.

6 Please refer to Note 2.4(c) on the valuation processes of MNACT Group with respect to investment properties.

7 MNACT has issued S$250,000,000 3.50% Perpetual Securities on 8 June 2021 to partially fund the acquisition of Hewlett Packard Japan Headquarters Building ("HPB"). Please refer to MNACT's SGX-ST Announcement dated 1 June 2021 titled "Issue of S$250,000,000 3.50% Perpetual Securities Pursuant to the US$1,500,000,000 Euro Medium Term Securities Programme".

8 Non-controlling interests refers to the 1.53% effective interest in the Japan Properties held by MIJ.

MAPLETREE NORTH ASIA COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE HALF YEAR FROM 1 APRIL 2021 TO 30 SEPTEMBER 2021 AND DISTRIBUTION ANNOUNCEMENT

1.1 Consolidated Statement of Profit or Loss, Statement of Comprehensive Income and Distribution Statement (MNACT Group)

Statement of Comprehensive Income	1H FY21/22 (S$'000)	1H FY20/21 (S$'000)	Variance Positive/ (Negative) (%)
Profit/(loss) for the period	**98,601**	**(190,511)**	**NM**
Other comprehensive loss:			
Items that may be reclassified subsequently to profit or loss:			
Currency translation differences			
- Profit/ (loss) for the period	16,536	(28,202)	NM
- Reclassification	(48)	596	NM
- Share of a foreign joint venture	(3,265)	-	NM
- Hedges of net investment in foreign operation[1]	(10,255)	-	NM
Cash flow hedges			
- Fair value changes, net of tax	2,574	15,088	(82.9)
- Reclassification	(8,304)	(21,835)	62.0
Total other comprehensive loss, net of tax	**(2,762)**	**(34,353)**	**NM**
Total comprehensive profit/ (loss)	**95,839**	**(224,864)**	**NM**
Total comprehensive income/ (loss) attributable to:			
Unitholders	93,402	(225,534)	NM
Perpetual Securities holders[2]	2,010	-	NM
Non-controlling interests[3]	427	670	(36.3)
	95,839	**(224,864)**	**NM**

Footnotes:

1 Relates to fair value changes on the derivative financial instruments (cross currency interest rate swaps to swap SGD fixed interest rate to JPY fixed interest rate) for perpetual securities issued to partially fund the acquisition of HPB.

2 MNACT issued S$250,000,000 3.50% Perpetual Securities on 8 June 2021 to partially fund the acquisition of Hewlett Packard Japan Headquarters Building ("HPB"). Please refer to MNACT's SGX-ST Announcement dated 1 June 2021 titled "Issue of S$250,000,000 3.50% Perpetual Securities Pursuant to the US$1,500,000,000 Euro Medium Term Securities Programme".

3 Non-controlling interests refer to the 1.53% effective interest in the Japan Properties held by Mapletree Investments Japan Kabushiki Kaisha ("MIJ").

MAPLETREE NORTH ASIA COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE HALF YEAR FROM 1 APRIL 2021 TO 30 SEPTEMBER 2021 AND DISTRIBUTION ANNOUNCEMENT

1.1 Consolidated Statement of Profit or Loss, Statement of Comprehensive Income and Distribution Statement (MNACT Group)

Distribution Statement	1H FY21/22 (S$'000)	1H FY20/21 (S$'000)	Variance Positive/ (Negative) (%)
Profit/ (loss) for the period attributable to Unitholders	**96,141**	**(191,392)**	**NM**
Distribution adjustments (Note A)	23,392	288,224	(91.9)
Distributable income to Unitholders	**119,533**	**96,832**	**23.4**

Note A:			
Distribution adjustments[1] comprise:			
- Trustee's fee	413	418	(1.2)
- Financing fees	2,491	2,274	9.5
- Net change in fair value of investment properties net of deferred tax impact	-	303,425	(100.0)
- Manager's base fee paid/payable in units	9,354	7,118	31.4
- Property manager's management fees paid/payable in units	5,361	4,600	16.5
- Net change in fair value of financial derivatives	326	(3,947)	NM
- Net foreign exchange (gain)/loss on capital item[2]	(48)	596	NM
- Other non-tax deductible items and other adjustments	5,495	5,765	(4.7)
	23,392	**320,249**	**(92.7)**
- Interim insurance proceeds (net of tax)[3]	-	(32,025)	100.0
	23,392	**288,224**	**(91.9)**

Footnotes:

NM – Not Meaningful

1 Excludes share attributable to non-controlling interests.

2 Net foreign exchange (gain)/loss on capital item arises from the partial settlement of inter-company loans between MNACT and its overseas subsidiaries. These transactions are capital in nature and the foreign exchange gain arising is not distributable.

3 In 1H FY20/21, interim insurance proceeds (net of tax) of S$32.0 million relating to the claims for property damage and revenue loss due to business interruption ("Business Interruption Insurance Amount at Festival Walk"), were received. As announced on 4 December 2019, the Business Interruption Insurance Amount will be used to repay the external borrowings incurred to fund the distribution top-ups paid to unitholders in 2H FY19/20. Any Business Interruption Insurance Amount received in excess of the distribution top-ups will be distributed to the unitholders.

MAPLETREE NORTH ASIA COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE HALF YEAR FROM 1 APRIL 2021 TO 30 SEPTEMBER 2021 AND DISTRIBUTION ANNOUNCEMENT

1.2 Statements of Financial Position (MNACT Group)

	30 Sep 2021 (S$'000)	31 Mar 2021 (S$'000)
Current assets		
Cash and bank balances	243,129	252,198
Trade and other receivables	28,878	14,596
Other current assets	4,930	3,361
Inventories	523	569
Derivative financial instruments[1]	1,022	1,990
Total current assets	**278,482**	**272,714**
Non-current assets		
Derivative financial instruments[1]	19,235	22,040
Investment properties	8,179,968	7,674,050
Plant and equipment	2,874	3,307
Investment in joint venture	111,317	116,562
Total non-current assets	**8,313,394**	**7,815,959**
Total Assets	**8,591,876**	**8,088,673**
Current liabilities		
Trade and other payables	121,885	122,060
Borrowings	117,895	207,406
Lease liabilities	40	62
Current income tax liabilities	31,502	27,805
Derivative financial instruments[1]	3,147	9,544
Total current liabilities	**274,469**	**366,877**
Non-current liabilities		
Trade and other payables	99,586	105,861
Borrowings	3,362,520	3,063,847
Lease liabilities	127	-
Derivative financial instruments[1]	23,870	16,216
Deferred tax liabilities	156,116	150,749
Total non-current liabilities	**3,642,219**	**3,336,673**
Total Liabilities	**3,916,688**	**3,703,550**
Net assets	**4,675,188**	**4,385,123**
Represented by:		
Unitholders' funds	4,314,502	4,275,933
General reserve	5,904	5,167
Hedging reserve	(5,834)	(104)
Foreign currency translation reserve	97,679	94,688
	4,412,251	4,375,684
Perpetual Securities[2]	249,810	-
Non-controlling interests[3]	13,127	9,439
	4,675,188	**4,385,123**
Net Asset Value (NAV) per unit (S$)	**1.265**	**1.274**

Footnotes:

1 Derivative financial instruments represent the fair value as at period end of the (i) currency forwards to swap HKD, RMB, JPY and KRW to SGD; (ii) interest rate swaps to swap floating interest payments into fixed; and (iii) cross currency interest rate swaps to swap SGD fixed interest rate and USD floating interest rate to HKD fixed interest rate and SGD and HKD fixed interest rate to JPY fixed interest rate.

2 MNACT issued S$250,000,000 3.50% Perpetual Securities on 8 June 2021 to partially fund the acquisition of Hewlett Packard Japan Headquarters Buildings ("HPB"). Please refer to MNACT's SGX-ST Announcement dated 1 June 2021 titled "Issue of S$250,000,000 3.50% Perpetual Securities Pursuant to the US$1,500,000,000 Euro Medium Term Securities Programme".

3 Non-controlling interests refers to 1.53% effective interest in the Japan Properties held by MIJ.

MAPLETREE NORTH ASIA COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE HALF YEAR FROM 1 APRIL 2021 TO 30 SEPTEMBER 2021 AND DISTRIBUTION ANNOUNCEMENT

1.2 Statements of Financial Position (MNACT)

	30 Sep 2021 (S$'000)	31 Mar 2021 (S$'000)
Current assets		
Cash and bank balances	84,657	87,092
Trade and other receivables	7,291	8,729
Derivative financial instruments[1]	572	1,404
Total current assets	**92,520**	**97,225**
Non-current asset		
Investments in subsidiaries	2,940,625	2,691,823
Total non-current asset	**2,940,625**	**2,691,823**
Total Assets	**3,033,145**	**2,789,048**
Current liabilities		
Trade and other payables	16,867	16,069
Current income tax liabilities	83	151
Derivative financial instruments[1]	838	1,342
Total current liabilities	**17,788**	**17,562**
Non-current liability		
Derivative financial instruments[2]	10,255	-
Total non-current liability	**10,255**	**-**
Total Liabilities	**28,043**	**17,562**
Net assets	**3,005,102**	**2,771,486**
Represented by:		
Unitholders' funds	2,755,556	2,771,424
Hedging reserve	(264)	62
	2,755,292	2,771,486
Perpetual Securities[3]	249,810	-
	3,005,102	**2,771,486**
Net Asset Value (NAV) per unit (S$)	**0.790**	**0.807**

Footnotes:

[1] Derivative financial instruments represent the fair value as at period end of the currency forwards to swap HKD, RMB, JPY and KRW to SGD.

[2] Derivative financial instruments represent the fair value as at period end of the cross currency interest rate swaps to swap SGD fixed interest rate to JPY fixed interest rate.

[3] MNACT issued S$250,000,000 3.50% Perpetual Securities on 8 June 2021 to partially fund the acquisition of Hewlett Packard Japan Headquarters Buildings ("HPB"). Please refer to MNACT's SGX-ST Announcement dated 1 June 2021 titled "Issue of S$250,000,000 3.50% Perpetual Securities Pursuant to the US$1,500,000,000 Euro Medium Term Securities Programme".

MAPLETREE NORTH ASIA COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE HALF YEAR FROM 1 APRIL 2021 TO 30 SEPTEMBER 2021 AND DISTRIBUTION ANNOUNCEMENT

1.3 Consolidated Statement of Cash flows (MNACT Group)

	1H FY21/22 (S$'000)	1H FY20/21 (S$'000)
Cash flows from operating activities		
Profit/(loss) for the period	98,601	(190,511)
Adjustments for:		
- Income tax expenses	19,707	17,808
- Amortisation of rent free incentive	492	(103)
- Depreciation	650	666
- Net change in fair value of investment properties	-	304,890
- Net change in fair value of financial derivatives	326	(3,947)
- Manager's management fees paid/payable in units	9,354	7,118
- Property manager's management fees paid/payable in units	5,361	4,600
- Finance costs	33,240	37,919
- Interest income	(857)	(1,200)
- Net foreign exchange loss/(gain) on capital item	(48)	596
- Share of profit of a joint venture	(2,414)	-
Operating cash flows before working capital changes	164,412	177,836
Changes in working capital:		
- Trade and other receivables and other current assets	(14,078)	2,007
- Inventories	48	-
- Trade and other payables	(20,039)	(12,974)
Cash generated from operations	130,343	166,869
- Income tax paid	(12,525)	(11,877)
Net cash provided by operating activities	**117,818**	**154,992**
Cash flows from investing activities		
Distributions received from joint venture	1,804	-
Additions to investment properties	(9,273)	(4,822)
Additions to plant and equipment	(76)	(405)
Net cash outflow on acquisition of investment properties	(481,847)	-
Interest income received	1,144	993
Net cash used in investing activities	**(488,248)**	**(4,234)**
Cash flows from financing activities		
Repayment of borrowings	(160,158)	(259,143)
Repayment of medium term note	(75,000)	-
Proceeds from borrowings	449,101	249,904
Principal payment of lease liabilities	(37)	(39)
Payment of issue expenses	(222)	(491)
Payments of distributions to Unitholders (net of distribution in units)[1]	(70,356)	(34,291)
Payments of distributions to non-controlling interests	(261)	(288)
Contribution from non-controlling interests	3,522	-
Financing fees paid	(2,584)	(2,875)
Interest paid	(31,438)	(35,443)
Change in restricted cash[2]	(2,611)	(3,179)
Proceeds from issuance of perpetual securities, net of transaction costs[3]	248,853	-
Net cash from/(used in) financing activities	**358,809**	**(85,845)**
Net (decrease)/increase in cash and cash equivalents held	**(11,621)**	**64,913**
Cash and cash equivalents at beginning of the period	229,276	188,208
Effect of currency translation on cash and cash equivalents	179	(1,922)
Cash and cash equivalents at end of the period	**217,834**	**251,199**

MAPLETREE NORTH ASIA COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE HALF YEAR FROM 1 APRIL 2021 TO 30 SEPTEMBER 2021 AND DISTRIBUTION ANNOUNCEMENT

1.3 Consolidated Statement of Cash flows (MNACT Group) (continued)

Footnotes:

[1] This amount excludes S$42.9 million (1H FY20/21: S$16.5 million) distributed through the issuance of 41,089,325 (1H FY20/21: 15,440,339) new units in MNACT in 1H FY21/22 as part payment of distributions for the period from 1 October 2020 to 31 March 2021 (1H FY20/21: 1 January 2020 to 31 March 2020), pursuant to the Distribution Reinvestment Plan ("DRP") which started from 3Q FY19/20.

[2] For the purpose of presenting the consolidated statement of cash flows, cash and cash equivalents comprise the following:

	1H FY21/22 (S$'000)	1H FY20/21 (S$'000)
Cash and bank balances	243,129	273,126
Less: Restricted cash	(25,295)	(21,927)
Cash and cash equivalents per consolidated statement of cash flows	**217,834**	**251,199**

Restricted cash relates to the amount of cash reserves for the Japan Properties which is required to be maintained based on the agreements with the banks. Restricted cash are reserves for use in capital expenditure, interest expense and certain property related expenses to ensure these liabilities can be met when incurred.

[3] MNACT issued S$250,000,000 3.50% Perpetual Securities on 8 June 2021 to partially fund the acquisition of Hewlett Packard Japan Headquarters Building ("HPB"). Please refer to MNACT's SGX-ST Announcement dated 1 June 2021 titled "Issue of S$250,000,000 3.50% Perpetual Securities Pursuant to the US$1,500,000,000 Euro Medium Term Securities Programme".

MAPLETREE NORTH ASIA COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE HALF YEAR FROM 1 APRIL 2021 TO 30 SEPTEMBER 2021 AND DISTRIBUTION ANNOUNCEMENT

1.4 Statements of Movements in Unitholders' Funds (MNACT Group)

	Unitholders' funds							
	Operations (S$'000)	Unitholders' Contribution (S$'000)	General reserve (S$'000)	Hedging reserve (S$'000)	Foreign currency translation reserve (S$'000)	Perpetual Securities (S$'000)	Non-controlling interests (S$'000)	Total (S$'000)
Balance as at 1 Apr 2021	**1,393,442**	**2,882,491**	**5,167**	**(104)**	**94,688**	**-**	**9,439**	**4,385,123**
Profit attributable to:								
- Unitholders and non-controlling interest	96,141	-	-	-	-	-	450	96,591
- Perpetual securities holders	-	-	-	-	-	2,010	-	2,010
Fair value changes on cash flow hedges	-	-	-	2,584	-		(10)	2,574
Reclassification to Profit or Loss	-	-	-	(8,314)	(48)	-	10	(8,352)
Translation differences relating to financial statements of:								
– foreign subsidiaries and quasi equity loans	-	-	-	-	16,559	-	(23)	16,536
– a foreign joint venture	-	-	-	-	(3,265)	-	-	(3,265)
– Hedges of net investment in foreign operation[2]	-	-	-	-	(10,255)	-	-	(10,255)
Total comprehensive income	**96,141**	**-**	**-**	**(5,730)**	**2,991**	**2,010**	**427**	**95,839**
Distributions to Unitholders	(61,681)	(51,618)	-	-	-	-	-	(113,299)
Transfer to general reserve	(737)	-	(737)	-	-	-	-	-
Issue of new units arising from:								
– settlement of management fees	-	13,743	-	-	-	-	-	13,743
– Distribution Reinvestment Plan	-	42,943	-	-	-	-	-	42,943
– Perpetual Securities Holders	-	-	-	-	-	250,000	-	250,000
Issue expenses	-	(222)	-	-	-	(2,200)	-	(2,422)
Contributions from non-controlling interests	-	-	-	-	-	-	3,522	3,522
Distributions to non-controlling interests	-	-	-	-	-	-	(261)	(261)
Balance as at 30 Sep 2021	**1,427,165**	**2,887,337**	**5,904**	**(5,834)**	**97,679**	**249,810**	**13,127**	**4,675,188**

	Unitholders' funds						
	Operations (S$'000)	Unitholders' Contribution (S$'000)	General reserve (S$'000)	Hedging reserve (S$'000)	Foreign currency translation reserve (S$'000)	Non-controlling interests (S$'000)	Total (S$'000)
Balance as at 1 Apr 2020	**1,735,551**	**2,840,118**	**3,782**	**6,164**	**135,892**	**9,123**	**4,730,630**
(Loss)/profit attributable to Unitholders and non-controlling interest	(191,392)	-	-	-	-	881	(190,511)
Fair value changes on cash flow hedges	-	-	-	15,096	-	(8)	15,088
Reclassification to Profit or Loss	-	-	-	(21,845)	596	10	(21,239)
Translation differences relating to financial statements of:							
– foreign subsidiaries and quasi equity loans	-	-	-	-	(27,989)	(213)	(28,202)
Total comprehensive income	**(191,392)**	**-**	**-**	**(6,749)**	**(27,393)**	**670**	**(224,864)**
Distributions to Unitholders[1]	(11,605)	(5,031)	-	-	-	-	(16,636)
Transfer to general reserve	(667)	-	667	-	-	-	-
Issue of new units arising from:							
– settlement of management fees	-	6,492	-	-	-	-	6,492
– Distribution Reinvestment Plan	-	16,524	-	-	-	-	16,524
Issue expenses	-	(505)	-	-	-	-	(505)
Distributions to non-controlling interests	-	-	-	-	-	(288)	(288)
Balance as at 30 Sep 2020	**1,531,887**	**2,857,598**	**4,449**	**(585)**	**108,499**	**9,505**	**4,511,353**

1. Includes S$3.7 million distributed through the issuance of 4,264,513 new units in MNACT in 1H FY20/21 as part payment of distributions for the period from 28 February 2020 to 31 March 2020, pursuant to the DRP.
2. Relates to fair value changes on the derivative financial instruments (cross currency interest rate swaps to swap SGD fixed interest rate to JPY fixed interest rate) for perpetual securities issued to partially fund the acquisition of HPB.

MAPLETREE NORTH ASIA COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE HALF YEAR FROM 1 APRIL 2021 TO 30 SEPTEMBER 2021 AND DISTRIBUTION ANNOUNCEMENT

1.4 Statements of Movements in Unitholders' Funds (MNACT)

	Unitholders' funds				
	Operations (S$'000)	Unitholders' Contribution (S$'000)	Hedging reserve (S$'000)	Perpetual securities (S$'000)	Total (S$'000)
Balance as at 1 Apr 2021	(111,066)	2,882,491	62	-	2,771,487
Profit attributable to:					
- Unitholders	40,966	-	-	-	40,966
- Perpetual securities holders	-	-	-	2,010	2,010
Fair value changes on cash flow hedges	-	-	(122)	-	(122)
Reclassification to Profit or Loss	-	-	(204)	-	(204)
Other comprehensive income	**40,966**	**-**	**(326)**	**2,010**	**42,650**
Distributions to Unitholders	(61,681)	(51,618)	-	-	(113,299)
Issue of new units arising from:					
– settlement of management fees	-	13,743	-	-	13,743
– Distribution Reinvestment Plan	-	42,943	-	-	42,943
– Perpetual securities holders	-	-	-	250,000	250,000
Issue expenses	-	(222)	-	(2,200)	(2,422)
Balance as at 30 Sep 2021	**(131,781)**	**2,887,337**	**(264)**	**249,810**	**3,005,102**

	Unitholders' funds			
	Operations (S$'000)	Unitholders' Contribution (S$'000)	Hedging reserve (S$'000)	Total (S$'000)
Balance as at 1 Apr 2020	(148,005)	2,840,118	(3,824)	2,688,289
Profit attributable to Unitholders	55,341	-	-	55,341
Fair value changes on cash flow hedges	-	-	2,800	2,800
Reclassification to Profit or Loss	-	-	1,147	1,147
Other comprehensive income	**55,341**	**-**	**3,947**	**59,288**
Distributions to Unitholders[1]	(11,605)	(5,031)	-	(16,636)
Issue of new units arising from:				
– settlement of management fees	-	6,492	-	6,492
– Distribution Reinvestment Plan	-	16,524	-	16,524
Issue expenses	-	(505)	-	(505)
Balance as at 30 Sep 2020	**(104,269)**	**2,857,598**	**123**	**2,753,452**

1. Includes S$3.7 million distributed through the issuance of 4,264,513 new units in MNACT in 1H FY20/21 as part payment of distributions for the period from 28 February 2020 to 31 March 2020, pursuant to the DRP.

1(e) Details of Any Change in Units

	1H FY21/22 ('000)	1H FY20/21 ('000)
Balance as at beginning of period	3,434,337	3,342,916
Movements during the period		
Issue of units arising from:		
- settlement of management fees	13,428	8,536
- Distribution Reinvestment Plan	41,089	15,440
Total issued units as at end of period	**3,488,855**	**3,366,892**

There were no convertibles, treasury units and subsidiary holdings as at 30 September 2021 and 30 September 2020.

MAPLETREE NORTH ASIA COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE SECOND HALF YEAR FROM 1 OCTOBER 2020 TO 31 MARCH 2021 AND FINANCIAL YEAR FROM 1 APRIL 2020 TO 31 MARCH 2021 AND DISTRIBUTION ANNOUNCEMENT

2. Notes to the Condensed Interim Consolidated Financial Statements

These notes form an integral part of the condensed interim consolidated financial statements.

These condensed interim consolidated financial statements as at and for the half year period ended 30 September 2021 relate to the Trust and its subsidiaries (the "Group").

2.1 General

Mapletree North Asia Commercial Trust ("MNACT") is a Singapore-domiciled Real Estate Investment Trust constituted pursuant to the Trust Deed dated 14 February 2013 (as amended) between Mapletree North Asia Commercial Trust Management Ltd. (as Manager) and DBS Trustee Limited (as Trustee). The Trust Deed is governed by the laws of the Republic of Singapore.

MNACT was formally admitted to the Official List of the Singapore Exchange Securities Trading Limited ("SGX-ST") on 7 March 2013 and was approved for inclusion under the Central Provident Fund ("CPF") Investment Scheme on 23 January 2013.

The principal activity of MNACT and its subsidiaries (the "Group") is to invest, directly or indirectly, in a diversified portfolio of income-producing real estate in China, Hong Kong SAR, Japan and South Korea. It focuses primarily on commercial assets (predominantly for retail and/or office use), as well as other real estate-related assets. It has the primary objective of achieving an attractive level of return from rental income and long-term capital growth.

2.2 Significant accounting policies

Basis of preparation

Based on Rule 705(3A) of the Listing Manual of the Singapore Exchange Securities Trading Limited on the interim financial reporting, issuers are required to prepare interim financial reports in accordance with the relevant accounting standards for financial periods ending on or after 30 June 2021. Accordingly, the condensed interim consolidated financial statements for the half year ended 30 September 2021 have been prepared in accordance with SFRS(I) 1-34 *Interim Financial Reporting* issued by the Accounting Standards Council Singapore.

The condensed interim consolidated financial statements do not include all the information required for a complete set of financial statements. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Group's financial position and performance of the Group since the last annual financial statements for the financial year ended 31 March 2021.

The accounting policies adopted are consistent with those of the previous financial year which were prepared in accordance with SFRS(I)s, except for the adoption of new and amended standards as set out below.

These condensed interim consolidated financial statements are expressed in Singapore Dollars and rounded to the nearest thousand.

2. Notes to the Condensed Interim Consolidated Financial Statements (continued)

2.2 Significant accounting policies (continued)

Basis of preparation (continued)

The preparation of the condensed interim consolidated financial statements in conformity with SFRS(I) requires the Manager to exercise its judgement in the process of applying the Group's accounting policies. It also requires the use of certain critical accounting estimates and assumptions. Information about an area involving a higher degree of judgement, where assumptions and estimates are significant to the condensed interim consolidated financial statements, is disclosed in Note 2.4 - Investment Properties.

New or amended financial reporting standards effective this period

The Group has adopted new and revised SFRS(I)s and SFRS(I) Interpretations and amendments to SFRS(I)s that are mandatory for application from 1 April 2021. The adoption of these SFRS(I)s and SFRS(I) Interpretations and amendments to SFRS(I)s did not result in material changes to the Group's accounting policies and has no material effect on the amounts reported for the current financial period.

The amendments to SFRS(I)s relating to Phase 2 of the Interest Rate Benchmark Reform applicable for periods beginning on or after 1 April 2021 provides further relief for hedge accounting as well as practical expedients for modification of debt instruments and lease liabilities for lessees with Interbank Offer Rates ("IBOR") based terms, and also introduce additional disclosure requirements on the entity's transition to alternative benchmark rates and related information.The Group is currently overseeing and monitoring the Group's IBOR reform transition, which includes assessing the impact of existing IBOR related financial products and executing amendments required as a result of IBOR reform with its counterparties.

2.3 Earnings Per Unit

	Group	
	1H FY21/22	**1H FY20/21**
Weighted average number of units[1]	3,467,072,009	3,361,482,015
Earnings per unit ("EPU") - Basic and Diluted [2]		
Based on the weighted average number of units in issue (cents)	2.773	(5.694)[3]
Number of units in issue at end of period	3,488,854,672	3,366,891,945
Distribution per unit ("DPU")		
Based on the number of units in issue at the end of the period (cents)	3.426	2.876[4]

Footnotes:

[1] Weighted average number of units for the period has been adjusted to take into account the units issued as payment for base fee, property and lease management fees and performance fee (if applicable).

[2] Diluted earnings per unit is the same as the basic earnings per unit as there are no dilutive instruments in issue during the financial period.

[3] EPU is calculated based on loss attributable to Unitholders (inclusive of the net revaluation loss and interim insurance proceeds), over weighted average units in issue in cents (refer to Paragraph 1(a) Statement of Profit and Loss).

[4] DPU is calculated based on distributable income (excluding the net revaluation loss and interim insurance proceeds that are non-distributable), over the number of units in issue at the end of the period in cents (refer to Paragraph 1(a) Distribution Statement and the related footnotes).

2. Notes to the Condensed Interim Consolidated Financial Statements (continued)

2.4 Investment properties

(a) Movements during the period/year

	Group	
	30 Sep 2021	31 Mar 2021
	S$'000	S$'000
Beginning of the period/year	**7,674,050**	8,347,232
Additions	**9,273**	19,743
Acquisition[1]	**486,511**	-
Net change in fair value of investment properties	**-**	(480,957)
Translation difference on consolidation	**10,134**	(211,968)
End of the period/year	**8,179,968**	7,674,050

[1] On 18 June 2021, MNACT acquired a freehold single-tenanted office building, Hewlett-Packard Japan Headquarters Building ("HPB"), located in Tokyo, Japan. The acquisition amount capitalised includes acquisition fees and acquisition related expenses amounting to S$18.9 million (31 March 2021: Nil), of which $4,664,000 remains outstanding as at 30 September 2021 (31 March 2021: Nil).

(b) Fair value hierarchy

The fair values are generally derived using the following methods – income capitalisation, discounted cash flow and direct comparison. Key unobservable inputs applied in these valuation methods to derive fair values are capitalisation rate and discount rate. All properties within the Group's portfolio are classified within Level 3 of the fair value hierarchy, where fair values are determined based on significant unobservable inputs.

(c) Valuation processes of the Group

The Group engages independent and qualified valuers to determine the fair value of the Group's properties annually at the end of financial year, or whenever there is any objective evidence or indications that these properties may warrant revaluation.

Investment properties as at 30 September 2021 are based on valuations performed by independent professional valuers as at 31 March 2021, adjusted for expenditure capitalised in the period from 1 April 2021 to 30 September 2021.

Management has considered the performance of the investment properties since 31 March 2021 together with the business environments in which they are situated and are of the view that the fair value of the investment properties has not materially changed. This view is generally consistent with consultations management has had with external valuers.

Given the uncertainty over the length and severity of the COVID-19 in the respective countries in which the Group operates, amid the ongoing measures being adopted by the authorities to reduce the virus spread, valuations for specific certain investment properties may however be subjected to more fluctuations subsequent to 30 September 2021 than during normal market conditions.

2. Notes to the Condensed Interim Consolidated Financial Statements (continued)

2.5 Borrowings

	Group[1]	
	30 Sep 2021 (S$'000)	31 Mar 2021 (S$'000)
Amount repayable within one year		
Bank loans (secured)	12,830	-
Bank loans (unsecured)	5,465	32,987
Medium-term notes ("MTN") (unsecured)	100,000	175,000
Amount repayable after one year		
Bank loans (secured)	879,202	624,821
Bank loans (unsecured)	1,872,156	1,825,514
Tokutei Mokuteki Kaisha ("TMK") Bonds (secured)	78,120	78,943
Medium-term notes ("MTN") (unsecured)	544,883	544,713
Gross borrowings	**3,492,656**	3,281,978
Less: Unamortised transaction costs[2]	(12,241)	(10,725)
Net borrowings	**3,480,415**	3,271,253
Represented by:		
Current position	117,895	207,406
Non-current position	3,362,520	3,063,847

[1] There are no borrowings and debt securities taken up at MNACT entity level.

[2] Transaction costs are amortised over the life of the loan facilities, the tenure of the MTN and TMK Bonds.

Aggregate leverage and interest coverage ratios

	30 Sep 2021 (S$'000)	31 Mar 2021 (S$'000)
Aggregate leverage ratio (%) [1]	41.4	41.5[4]
Interest cover ratio (times) [2]	4.2	3.7[5]
Adjusted interest cover ratio (times) [3]	4.1	3.7[5]

[1] In accordance with the Property Funds Guidelines, the aggregate leverage includes proportionate share of borrowings as well as lease liabilities that are entered into in the ordinary course of MNACT's business on or after 1 April 2019, in line with the guidance from the Monetary Authority of Singapore. MNACT's proportionate share of it's joint venture's borrowings and deposited property values are included when computing aggregate leverage.

[2] In accordance with the definition from the Monetary Authority of Singapore (with effect from 16 April 2020), the interest coverage ratio is calculated by dividing the trailing 12 months earnings before interest, tax, depreciation and amortisation (excluding effects of any fair value changes of derivatives and investment properties, foreign exchange translation) ("EBITDA"), by the trailing 12 months interest expense and borrowing-related fees. The comparative is computed on the same basis.

[3] Following the definition from the Monetary Authority of Singapore (with effect from 16 April 2020), the adjusted interest coverage ratio is calculated by dividing the trailing 12 months EBITDA, by the trailing 12 months interest expense and borrowing-related fees and distribution of hybrid securities. The comparative is computed on the same basis.

[4] Based on the independent valuations of the investment properties as of 31 March 2021.

[5] Excludes the interim insurance proceeds

2. Notes to the Condensed Interim Consolidated Financial Statements (continued)

2.6 Perpetual Securities

On 8 June 2021, MNACT issued S$250,000,000 in principal amount of 3.50% fixed rate perpetual securities to partially fund the acquisition of Hewlett-Packard Japan Headquarters Building ("HPB"), an office building in Japan. The perpetual securities have no fixed redemption date, with the redemption at the option of MNACT on 8 June 2026 and each distribution payment date thereafter, and will bear an initial rate of distribution of 3.50% per annum for the first five years. Distributions are payable semi-annually at the discretion of MNACT and will be non-cumulative. The perpetual securities, net of issuance costs, are classified and recognised as equity instruments.

2.7 Net Asset Value ("NAV") and Net Tangible Asset ("NTA") Per Unit (Group)

	Group		MNACT	
	30 Sep 2021	31 Mar 2021	**30 Sep 2021**	31 Mar 2021
Number of units in issue at end of period/year	3,488,854,672	3,434,336,938	3,488,854,672	3,434,336,938
NAV and NTA per unit (S$)[1]	**1.265**	1.274	**0.790**	0.807

[1] Net tangible asset per unit is the same as net asset value per unit as there are no intangible assets as at period end.

2.8 Capital Commitments

Development expenditures contracted for at the reporting date but not recognised in the financial statements amounted to S$14,633,000 (31 March 2021: S$13,758,604).

2.9 Significant related party transactions

Management fees, Property Manager's management fees and Trustee fees have been paid or are payable to the Manager, Property Manager and the Trustee respectively, as disclosed in the consolidated statement of profit or loss and statement of distribution.

2. Notes to the Condensed Interim Consolidated Financial Statements (continued)

2.10 Fair value measurements

The following table presents derivative financial instruments measured and carried at fair value at reporting dates and classified by level of the following fair value measurement hierarchy:

(i) Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;

(ii) Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

(iii) Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

	Group		MNACT	
	30 Sep 2021	31 Mar 2021	**30 Sep 2021**	31 Mar 2021
Level 2	**S$'000**	S$'000	**S$'000**	S$'000
Assets				
Derivative financial instruments	**20,257**	24,030	**572**	1,404
Liabilities				
Derivative financial instruments	**(27,017)**	(25,760)	**(11,093)**	(1,342)

The fair values of derivative financial instruments that are not traded in an active market (for example, over-the-counter derivatives) are determined by using valuation techniques. The fair values of currency forwards are determined using banks' quoted forward rates and foreign exchange spot rates at the reporting date. The fair values of interest rate swaps and cross currency interest rate swaps are calculated as the present value of the estimated future cash flows, using assumptions based on market conditions existing at the reporting date.

The carrying value of cash and bank balances, trade and other receivables, other current assets and trade and other payables approximate their fair values. The fair value of borrowings approximates their carrying amounts as the interest rates of such loans are adjusted for changes in relevant market interest rate. The carrying amounts and fair values of fixed rate current and non-current borrowings are as follows:

	Carrying amounts		Fair Values	
	30 Sep 2021	31 Mar 2021	**30 Sep 2021**	31 Mar 2021
Level 2	**S$'000**	S$'000	**S$'000**	S$'000
Fixed rate medium term notes				
Current	**100,000**	175,000	**101,216**	177,676
Non-current	**544,883**	544,713	**567,793**	568,429

2. Notes to the Condensed Interim Consolidated Financial Statements (continued)

2.11 Segment information

Management considers the business from a geographic segment perspective. The basis and measurement used to determine and assess the performance of the segments disclosed in the latest audited annual financial statements remained unchanged.

The segment information for the reportable segments are as follows:

Half year period ended 30 September 2021

	Hong Kong SAR S$'000	China S$'000	Japan S$'000	South Korea S$'000	Others* S$'000	Total S$'000
Gross revenue	**106,632**	**53,890**	**54,919**	**-**	**-**	**215,441**
Net property income	**80,804**	**44,532**	**36,543**	**-**	**-**	**161,879**
Profit before interest income, finance cost and net change in fair value of investment properties and financial derivatives	**75,508**	**39,293**	**34,908**	**2,266**	**(958)**	**151,017**
Interest income						**857**
Finance cost						**(33,240)**
Net change in fair value of investment properties						**-**
Net change in fair value of financial derivatives						**(326)**
Loss before income tax						**118,308**
Income tax expense						**(19,707)**
Loss after income tax						**98,601**
Other Segment item						
Share of profit of a joint venture	**-**	**-**	**-**	**2,414**	**-**	**2,414**
Segment assets						
- Investment properties #	**4,530,254**	**1,849,790**	**1,799,924**	**-**	**-**	**8,179,968**
- Investment in a joint venture	**-**	**-**	**-**	**111,317**	**-**	**111,317**
- Other segment assets	**13,952**	**70,312**	**97,105**	**3,836**	**95,129**	**280,334**
	4,544,206	**1,920,102**	**1,897,029**	**115,153**	**95,129**	**8,571,619**
Derivative financial instruments						**20,257**
Consolidated total assets						**8,591,876**
Segment liabilities						
- Trade and other payables	**88,709**	**58,092**	**60,680**	**1,227**	**12,763**	**221,471**
- Lease liabilities	**167**	**-**	**-**	**-**	**-**	**167**
- Current income tax liabilities						**31,502**
- Deferred tax liabilities						**156,116**
						409,256
Borrowings and Derivative financial instruments						**3,507,432**
Consolidated total liabilities						**3,916,688**

* Others segment comprises MNACT and a subsidiary (for trust-related and other corporate expenses), which are not reportable segments individually.

\# Investment properties contribute significantly to total non-current assets

2. Notes to the Condensed Interim Consolidated Financial Statements (continued)

2.11 Segment information (continued)

Half year period ended 30 September 2020

	Hong Kong SAR S$'000	China S$'000	Japan S$'000	South Korea S$'000	Others* S$'000	Total S$'000
Gross revenue	87,870	51,462	50,767	-	-	190,099
Net property income	64,062	42,625	33,053	-	-	139,740
Profit before interest income, finance cost and net change in fair value of investment properties and financial derivatives	97,614	37,121	30,981	-	(757)	164,959
Interest income						1,200
Finance cost						(37,919)
Net change in fair value of investment properties	(276,335)	(59,524)	30,969	-	-	(304,890)
Net change in fair value of financial derivatives						3,947
Loss before income tax						(172,703)
Income tax expense						(17,808)
Loss after income tax						(190,511)
Other Segment item						
Other non-operating income						
- interim insurance proceeds	36,751	-	-	-	-	36,751
Segment assets						
- Investment properties #	4,772,520	1,795,938	1,379,819	-	-	7,948,277
- Other segment assets	65,654	72,702	69,502	-	86,979	294,837
	4,838,174	1,868,640	1,449,321	-	86,979	8,243,114
Derivative financial instruments						12,135
Consolidated total assets						8,255,249
Segment liabilities						
- Trade and other payables	99,402	39,374	73,647	-	6,344	218,767
- Lease liabilities						102
- Current income tax liabilities						36,289
- Deferred tax liabilities						136,456
						391,614
Borrowings and Derivative financial instruments						3,352,281
Consolidated total liabilities						3,743,895

* Others segment comprises MNACT and a subsidiary (for trust-related and other corporate expenses), which are not reportable segments individually.

\# Investment properties contribute significantly to total non-current assets

MAPLETREE NORTH ASIA COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE SECOND HALF YEAR FROM 1 OCTOBER 2020 TO 31 MARCH 2021 AND FINANCIAL YEAR FROM 1 APRIL 2020 TO 31 MARCH 2021 AND DISTRIBUTION ANNOUNCEMENT

3. To show the total number of issued units excluding treasury units as at the end of the current financial period, and as at the end of the immediately preceding year

Total number of issued units in MNACT as at 30 September 2021 and 31 March 2021 were 3,488,854,672 and 3,434,336,938 respectively.

4. A statement showing all sales, transfers, cancellation and/or use of treasury units and subsidiary holdings as at the end of the current financial period reported on

Not applicable.

5. Whether the figures have been audited or reviewed, and in accordance with which auditing standard or practice

The figures have not been audited or reviewed by the auditors.

6. Where the figures have been audited, or reviewed, the auditors' report (including any qualifications or emphasis of matter)

Not applicable.

7. Whether the same accounting policies and methods of computation as in the issuer's most recent audited annual financial statements have been applied

Please refer to Note 2.2 above.

8. If there are any changes in the accounting policies and methods of computation, including any required by an accounting standard, what has changed, as well as the reasons for, and the effect of the change

Please refer to Note 2.2 above.

MAPLETREE NORTH ASIA COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE SECOND HALF YEAR FROM 1 OCTOBER 2020 TO 31 MARCH 2021 AND FINANCIAL YEAR FROM 1 APRIL 2020 TO 31 MARCH 2021 AND DISTRIBUTION ANNOUNCEMENT

9. Review of Performance

a. Financial results 1H FY21/22 vs 1H FY20/21

Gross revenue increased by S$25.3 million or 13.3% to S$215.4 million for 1H FY21/22 compared to the corresponding period last year. The increase in revenue was due to:

		S$ million
(i)	lower rent reliefs granted to tenants at Festival Walk; offset by the lower revenue due to lower average rental rates in 1H FY21/22 as compared to 1H FY20/21;	22.8
(ii)	contribution from HPB which was acquired on 18 June 2021[1];	6.0
	offset by	
(iii)	lower average rates of HKD and JPY against SGD; offset by stronger RMB against SGD and others	(3.5)
Net		**25.3**

For 1H FY21/22, Festival Walk, Gateway Plaza, Sandhill Plaza and the Japan Properties contributed 49.5%, 18.7%, 6.3% and 25.5% (1H FY20/21 46.2%, 20.5%, 6.6% and 26.7%) of the portfolio gross revenue respectively.

Property operating expenses increased by S$3.2 million or 6.4% to S$53.6 million for 1H FY21/22 compared to the corresponding period last year. The increase in property operating expenses was due to:

		S$ million
(i)	operating expenses of HPB which was acquired on 18 June 2021[1];	1.1
(ii)	absence of property tax refund received in 1H FY20/21 for SII Makuhari Building, one of the Japan Properties, due to revision in the annual value of the property;	1.2
(iii)	higher promotional expenses for Festival Walk;	1.2
	offset by	
(iv)	lower average rates of HKD and JPY against SGD; offset by stronger RMB rate against SGD and others	(0.3)
Net		**3.2**

Accordingly, net property income for 1H FY21/22 increased by S$22.1 million or 15.8% to S$161.9 million, compared to the corresponding period last year.

Other non-operating income of S$36.8 million in 1H FY20/21 relates to the interim payments by the insurers[2], as partial payment on account of the estimated insurance claims for property damage and revenue loss due to business interruption ("Business Interruption Insurance Amount at Festival Walk").

[1] Please refer to MNACT's SGX-ST Announcement dated 18 June 2021 titled "Completion of acquisition of an office property in greater Tokyo and use of proceeds".

[2] Please refer to MNACT's SGX-ST Announcements dated 17 June 2020, 9 July 2020 and 14 October 2020, titled "Update on Festival Walk". To date, the Manager has received interim insurance proceeds of HK$263 million (approximately S$46 million) as partial payments on account of the estimated claims, of which HK$204 million (approximately S$37 million) was received during 1H FY20/21.

MAPLETREE NORTH ASIA COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE SECOND HALF YEAR FROM 1 OCTOBER 2020 TO 31 MARCH 2021 AND FINANCIAL YEAR FROM 1 APRIL 2020 TO 31 MARCH 2021 AND DISTRIBUTION ANNOUNCEMENT

9. Review of Performance (continued)

a. Financial results 1H FY21/22 vs 1H FY20/21 (continued)

Net foreign exchange gains of S$0.8 million for 1H FY21/22 (1H FY20/21: S$0.1million) was due to:

(i) net realized exchange gains of S$1.0 million (1H FY20/21: S$0.9 million) from the settlement of foreign currency contracts to hedge HKD, RMB and JPY distributable income; offset by

(ii) exchange losses of S$0.2 million (1H FY20/21: S$0.8 million) mainly due to exchange differences in relation to partial settlement of inter-company loans, which is mainly capital in nature and not distributable.

Net loss in fair value of financial derivatives of S$0.3 million relates to the mark-to-market movement of currency forward contracts to hedge currency exposures of future HKD, RMB and JPY distributable income.

Finance costs fell by S$4.7 million compared to the corresponding period last year. The major variances are as follows:

		S$ million
(i)	net savings due to the impact of lower interest rates on floating debt and refinanced borrowings;	3.2
(ii)	lower average borrowings;	1.6
(iii)	lower average rate of HKD against SGD offset by stronger RMB rate against SGD, offset by	1.5
(iv)	additional borrowings undertaken to partially fund the acquisitions of HPB on 18 June 2021[1] and The Pinnacle Gangnam on 30 October 2020[2]	(1.6)
Net		**4.7**

Income tax expenses increased by S$1.9 million or 10.7% to S$19.7 million for 1H FY21/22 compared to the corresponding period last year,mainly due to higher taxable profits in the period.

After taking into account the distribution adjustments, the distributable income to Unitholders for 1H FY21/22 increased by 23.4% to S$119.5 million and the distribution per unit increased by 19.1%, from 2.876 cents per unit to 3.426 cents per unit, compared to the corresponding period last year.

b. Financial position as of 30 September 2021 vs 31 March 2021

Total assets of S$8,591.9 million as of 30 September 2021 was S$503.2 million higher compared to 31 March 2021, due to:

(i) Increase in investment properties by S$505.9 million, comprising:

- acquisition of the Hewlett-Packard Japan Headquarters of S$486.5 million and translation gain of S$7.0 million from the acquisition;
- additions to the investment properties of $9.3 million, of which S$7.8 million related to the additions at Festival Walk; and
- net translation gain of S$3.1 million from the stronger HKD and RMB offset by weaker JPY.

[1] Please refer to MNACT's SGX-ST Announcement dated 18 June 2021 titled "Completion of acquisition of an office property in greater Tokyo and use of proceeds".

[2] Please refer to MNACT's SGX-ST Announcement dated 25 September 2020 titled "Acquisition of 50.0% Interest In an Office Building Known As "The Pinnacle Gangnam" Located In Seoul, Korea; (B) Manager To Waive Entitlement To Performance Fees".

MAPLETREE NORTH ASIA COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE SECOND HALF YEAR FROM 1 OCTOBER 2020 TO 31 MARCH 2021 AND FINANCIAL YEAR FROM 1 APRIL 2020 TO 31 MARCH 2021 AND DISTRIBUTION ANNOUNCEMENT

9. Review of Performance (continued)

b. Financial position as of 30 September 2021 vs 31 March 2021 (continued)

(ii) increase of $14.3 million in trade and other receivables due to:

- refundable consumption and withholding taxes of S$13.0 million for the acquisition of HPB and on dividends;
- dividends receivable of S$2.2 million from The Pinnacle Gangnam ("TPG"); offset by
- Others (S$0.9 million);

(iii) increase of S$1.6 million in other current assets due to prepaid insurance expense; offset by;

(iv) decrease of S$9.1 million in cash and bank balances due to the decrease in cash and cash equivalent of S$11.6 million as shown in the Statement of Cash Flows (refer to Paragraph 1.3) and net increase of S$2.5 million from the higher restricted cash for Japan Properties and the effect of currency translation;

(v) net decrease of S$9.5 million in the following assets:

- decrease in investment in joint venture (S$5.2 million) due to the following:

	S$ million
Dividends received/ receivable;	(4.3)
Translation loss in TPG as a result of the weaker KRW against SGD;	(3.3)
Offset by	
MNACT's share of TPG's 1H FY21/22 profits	2.4
Net	5.2

and

- decrease in financial derivative and other assets (S$4.3 million) mainly due to movement in fair value of financial derivatives.

Group total liabilities amounted to S$3,916.7 million as of 30 September 2021, S$213.1 million higher compared to 31 March 2021 due to the following:

(i) increase in borrowings of S$209.2 million, from

- additional borrowings of S$270.7 million to fund the acquisition of HPB; offset by
- net translation loss of S$3.3 million arising from the stronger HKD and RMB offset by weaker JPY;
- net repayment of borrowings and movements of unamortised financing costs of S$56.7 million and S$1.5 million respectively;

(ii) increase in current and deferred taxes of S$9.1 million mainly due to the higher current year taxes; offset by

(iii) net decrease of S$5.2 million in the following liabilities:

- decrease in trade and other payables by S$6.5 million mainly due to the decrease of accruals and payables (for property tax, repair and maintenance); offset by
- increase in financial derivatives and other liabilities of S$1.3 million mainly due to movement in fair value of financial derivatives.

Accordingly, net assets attributable to Unitholders (excluding perpetual securities holders of S$249.8 million and non-controlling interests of S$13.1 million) is S$4,412.3 million as of 30 September 2021, as shown in the Statement of Movement in Unitholders' Funds (refer to Paragraph 1(d)(i)).

MAPLETREE NORTH ASIA COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE SECOND HALF YEAR FROM 1 OCTOBER 2020 TO 31 MARCH 2021 AND FINANCIAL YEAR FROM 1 APRIL 2020 TO 31 MARCH 2021 AND DISTRIBUTION ANNOUNCEMENT

10. Variance from Previous Forecast / Prospect Statement

MNACT has not provided any forecast to the market.

11. Commentary on the competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting and the next 12 months

While the global economy is expected to grow in 2021 compared to 2020, the outlook is expected to be uneven across different markets and continues to be clouded by the spread of the COVID-19 Delta variant, supply chain distruptions, higher inflation and rising interest rates.

Festival Walk, Hong Kong SAR

In Hong Kong SAR, improved retail sales performance[1] has yet to transform into leasing demand on a meaningful scale and a turnaround will be dependent on the lifting of border restrictions[2]. Most retailers have remained conservative and cautious on committing to long-term leases. As a result, demand in major shopping districts remain predominantly driven by short-term leases and pop-up stores.

For Festival Walk, the average renewal or re-let rental rate for FY21/22 is expected to be lower compared to FY20/21[3]. Maintaining a high occupancy rate remains an ongoing focus, while being agile and adaptable are key to navigating through the market changes. We will continue to strengthen Festival Walk mall's positioning as the preferred social gathering venue for families, friends and the community at large, roll out exciting marketing and promotional events to boost sales and implement further digitalisation initiatives to improve shopper satisfaction

Interior recovery works resulting from the Festival Walk Incident[4] have been completed. The exterior works are being carried out progressively and are expected to be completed by the end of 2021. With the stablisation of the COVID-19 situation, the gradual receovery of the retail market, completion of the interior recovery works at Festival Walk and no resurgence of the Delta or other variants, we expect that rental support will no longer be required for retail tenants.

On the insurance claims for property damage and revenue loss due to business interruption during Festival Walk's closure, finalisation of the insurance claims remains in progress.

[1] Cushman & Wakefield, Hong Kong Retail, 2Q 2021.
[2] Savills, Hong Kong Retail, July 2021.
[3] For FY20/21, the average rental reversion at Festival Walk mall was negative 21%.
[4] Please refer to MNACT's SGX-ST Announcement dated 4 December 2019 titled "Update on Festival Walk and Impact on MNACT".

MAPLETREE NORTH ASIA COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE SECOND HALF YEAR FROM 1 OCTOBER 2020 TO 31 MARCH 2021 AND FINANCIAL YEAR FROM 1 APRIL 2020 TO 31 MARCH 2021 AND DISTRIBUTION ANNOUNCEMENT

11. Commentary on the competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting and the next 12 months (continued)

China, Japan and South Korea Properties

For Beijing[1],more new supply will come on stream in 2H 2021, further pushing up vacancy rates, and placing pressure on rents and landlords. 2022-23 is however expected to see a drop in new supply which should drive down vacancy rates to lower levels[2]. For Gateway Plaza, one of the major tenants (whose current lease is due to expire by December 2022) has extended its lease in advance by another year. There is a risk that this lease might not be extended beyond December 2023. We will continue to engage our tenants closely, and stay disciplined in achieving high occupancy levels.

In Shanghai[3], Zhangjiang Science City, which enjoys a wide rent differential compared to the CBD and central office areas, continues to attract healthy demand from potential tenants, especially from the technology, media and telecommunications ("**TMT**") as well as the biomedical sectors. Sandhill Plaza is expected to continue to achieve a stable and consistent performance.

In Tokyo[4], office vacancy is expected to rise with downward pressure on rents. However, with hopes that the expedited vaccine rollout will fuel a recovery in corporate performance, the outlook for the office market should improve[5]. As many tenants are still in cost-cutting mode, this is expected to underpin demand for office buildings in decentralised areas where rental levels are lower. The growing popularity of satellite offices[5] as a result of COVID-19 should provide a further tailwind for this segment of the office market. For the Japan Properties, which comprise mainly decentralised offices, they are expected to continue to attract such demand and maintain a high level of occupancy.

For the Seoul office market[6], leasing demand has increased across all key districts, and vacancy rates are expected to drop further. MNACT is expected to continue to benefit from the positive rental reversions from The Pinnacle Gangnam arising from the high proportion of leases with rent escalation clauses, and the strong leasing demand for expansion and relocation from high-growth industries such as the information technology ("IT") and pharmaceutical/medical sectors.

[1] CBRE Marketview Beijing, 2Q 2021.
[2] Savills, Beijing Office, 2Q 2021.
[3] CBRE Marketview Shanghai, 2Q 2021.
[4] JLL Asia Pacific Office Digest 2Q 2021.
[5] Savills, Tokyo Office Leasing, 2Q 2021.
[6] Savills, Seoul Prime Office, 2Q 2021.

MAPLETREE NORTH ASIA COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE SECOND HALF YEAR FROM 1 OCTOBER 2020 TO 31 MARCH 2021 AND FINANCIAL YEAR FROM 1 APRIL 2020 TO 31 MARCH 2021 AND DISTRIBUTION ANNOUNCEMENT

12. Distributions

(a) Current financial period

Any distributions declared for the current financial period? Yes

Name of distribution:	21st distribution for the period from 1 April 2021 to 30 September 2021
Distribution types:	Income / Capital
Distribution rate:	Period from 1 April 2021 to 30 September 2021 Tax-exempt income: 1.867 cents per unit Capital: 1.559 cents per unit (Being 100% of MNACT's Distributable Income for the period)
Par value of units:	Not meaningful.
Tax rate:	Not applicable.

(b) Corresponding period of the preceding financial period

Any distributions declared for the corresponding period of the immediate preceding financial period? Yes

Name of distribution:	19th distribution for the period from 1 April 2020 to 30 September 2020
Distribution types:	Income / Capital
Distribution rate:	Period from 1 April 2020 to 30 September 2020 Tax-exempt income: 1.881 cents per unit Capital: 0.995 cents per unit (Being 100% of MNACT's Distributable Income for the period)
Par value of units:	Not meaningful.
Tax rate:	Not applicable.

(c) Date payable: 24 December 2021

(d) Record date: 8 November 2021

13. If no distribution has been declared/(recommended), a statement to that effect.

Not applicable.

14. General mandate relating to Interested Person Transactions

MNACT has not obtained a general mandate from Unitholders for Interested Person Transactions other than the Exempted Agreements as disclosed in the Prospectus.

15. Confirmation pursuant to Rule 720(1) of the Listing Manual

The Manager confirms that it has procured undertakings from all its directors and executive officers in the form as set out in Appendix 7.7 under Rule 720(1) of the Listing Manual.

MAPLETREE NORTH ASIA COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE SECOND HALF YEAR FROM 1 OCTOBER 2020 TO 31 MARCH 2021 AND FINANCIAL YEAR FROM 1 APRIL 2020 TO 31 MARCH 2021 AND DISTRIBUTION ANNOUNCEMENT

16 Additional information required pursuant to Rule 706A of the listing Manual

Acquisition of HPB

On 18 June 2021, MNACT completed the acquisition of an effective interest of 98.47% in a freehold single tenanted office building known as "Hewlett-Packard Japan Headquarters" for a total acquisition cost of S$483.4 million.

Please refer to the announcements dated 18 June 2021 for more information.

17. Confirmation the Board

The Board of Directors of the Manager has confirmed that, to the best of their knowledge, nothing has come to their attention which may render these interim financial results to be false or misleading in any material aspect.

This release may contain forward-looking statements that involve risks and uncertainties. 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 other companies and venues for the sale/ distribution of goods and services, shifts in customer demands, customers and partners, changes in operating expenses, including employees' 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. You are cautioned not to place undue reliance on these forward looking statements, which are based on current view of management of future events.

By Order of the Board
Wan Kwong Weng
Joint Company Secretary
Mapletree North Asia Commercial Trust Management Ltd.
(Company Registration No. 201229323R)
As Manager of Mapletree North Asia Commercial Trust

28 October 2021

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(Constituted in the Republic of Singapore pursuant to a Trust Deed dated 14 February 2013 (as amended))

MAPLETREE NORTH ASIA COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE SECOND HALF YEAR FROM 1 OCTOBER 2021 TO 31 MARCH 2022 AND FINANCIAL YEAR FROM 1 APRIL 2021 TO 31 MARCH 2022 AND DISTRIBUTION ANNOUNCEMENT

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Summary Results of Mapletree North Asia Commercial Trust ("MNACT") Group

	FY21/22 [1]	FY20/21 [2]	Variance %	2H FY21/22 [1]	2H FY20/21 [2]	Variance %
Gross revenue (S$'000)	426,676	391,415	9.0	211,235	201,316	4.9
Net property income (S$'000)	321,941	292,040	10.2	160,062	152,300	5.1
Distributable income (S$'000)	239,219	210,150	13.8	119,686	113,318	5.6
Distribution per unit (cents) [3]	6.819	6.175	10.4	3.393	3.299	2.8

Footnotes:

1) Financial year from 1 April 2021 to 31 March 2022 ("FY21/22") and period from 1 October 2021 to 31 March 2022 ("2H FY21/22")

2) Financial year from 1 April 2020 to 31 March 2021 ("FY20/21") and period from 1 October 2020 to 31 March 2021 ("2H FY20/21")

3) MNACT has amended its distribution policy to make distributions on a half-yearly basis starting from 1H FY20/21. Consequently, DPU for FY21/22 is calculated based on the income available for distribution for 1H and 2H FY21/22 over the number of units in issue as at the end of each period of 3,488,854,672 units and 3,527,974,156 units respectively. The number of units in issue as at the end of 2H FY21/22 does not include the payment of Manager's base fee and the property manager's management fees (collectively known as "Fees") in units of 11,591,728 for 2H FY21/22. The units for payment of Fees for 2H FY21/22, to be issued in April 2022, will be included in the computation of the DPU payable for the 1st half of the next financial year.

MAPLETREE NORTH ASIA COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE SECOND HALF YEAR FROM 1 OCTOBER 2021 TO 31 MARCH 2022 AND FINANCIAL YEAR FROM 1 APRIL 2021 TO 31 MARCH 2022 AND DISTRIBUTION ANNOUNCEMENT

Introduction

Mapletree North Asia Commercial Trust[1] ("MNACT") was constituted in the Republic of Singapore pursuant to a Trust Deed dated 14 February 2013 (as amended). MNACT was listed on Singapore Exchange Securities Trading Limited ("SGX-ST") on 7 March 2013 (the "Listing Date") as a real estate investment trust. The principal investment strategy of MNACT is to invest, directly or indirectly in the Greater China region, Japan and South Korea, in a diversified portfolio of income-producing real estate which is used primarily for commercial purposes (including real estate used predominantly for retail and/or offices), as well as real estate-related assets.

The current portfolio of MNACT comprises thirteen commercial properties in China, in Hong Kong SAR, Japan and South Korea, with a total lettable area of 5.9 million square feet. Their total book value[2] is S$8,267.1 million as of 31 March 2022:

(a) Festival Walk, a landmark territorial retail mall and lifestyle destination with an office component in the Kowloon Tong area of Hong Kong. Festival Walk has been consistently ranked as one of the top ten shopping malls in Hong Kong (acquired on listing date);
(b) Gateway Plaza, a premier Grade-A office building with a retail podium located in the established and prime Lufthansa Area in Beijing, China (acquired on listing date);
(c) Sandhill Plaza, a premium quality business park development located at Zhangjiang Hi-tech Park, within the Pudong New Area, Shanghai, China (acquired on 17 June 2015);
(d) Properties in Japan, with good-quality specifications (collectively, the "Japan Properties"):
- Six office buildings, comprising three office buildings in Tokyo (IXINAL Monzen-nakacho Building, Higashi-nihonbashi 1-chome Building, and TS Ikebukuro Building); an office building in Yokohama (ABAS Shin-Yokohama Building); and two office buildings in Chiba (SII Makuhari Building and Fujitsu Makuhari Building) (acquired on 25 May 2018);
- two office buildings, mBAY POINT Makuhari ("MBP") located in Chiba and Omori Prime Building ("Omori") located in Tokyo (acquired on 28 February 2020[3]); and
- one office building, Hewlett-Packard Japan Headquarters Building ("HPB") located in Tokyo (acquired on 18 June 2021[6])

(e) 50% interest in The Pinnacle Gangnam, a high quality office building located at Gangnam-gu in Seoul, South Korea (acquired on 30 October 2020).[4,5]

All these properties enjoy excellent connectivity via convenient access to major roads, expressways and subway lines, with quality tenants operating across diversified trade sectors.

Mapletree North Asia Commercial Trust Management Ltd. ("MNACTM" or the "Manager") aims to deliver stable and steady DPU growth to Unitholders, through actively managing and enhancing the properties, acquiring good quality income-producing commercial assets aligned with MNACT's investment mandate, and having in place an active capital management strategy to manage both interest rate and foreign exchange volatility. The Manager monitors MNACT's cash flow position and working capital requirements to ensure adequate reserves and liquidity to meet its financial obligations. The Manager also actively refinances MNACT's financial obligations so as to manage the debt maturity profile.

[1] Formerly known as Mapletree Greater China Commercial Trust.
[2] Includes MNACT's 50.0% effective interest in The Pinnacle Gangnam.
[3] Please refer to MNACT's SGX-ST Announcement dated 28 February 2020 titled "Issuance of Transaction Units to Sponsor's Nominee, and Completion of Acquisition of Two Office Properties in Greater Tokyo and Use of Proceeds".
[4] Please refer to MNACT's SGX-ST Announcement dated 25 September 2020 titled "Acquisition of 50.0% Interest In an Office Building Known As "The Pinnacle Gangnam" Located In Seoul, Korea; (B) Manager To Waive Entitlement To Performance Fees".
[5] Please refer to MNACT's SGX-ST Announcement dated 25 September 2020 titled "Expansion of Investment Mandate".
[6] Please refer to MNACT's SGX-ST Announcement dated 18 June 2021 titled "Completion of acquisition of an office property in greater Tokyo and use of proceeds".

MAPLETREE NORTH ASIA COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE SECOND HALF YEAR FROM 1 OCTOBER 2021 TO 31 MARCH 2022 AND FINANCIAL YEAR FROM 1 APRIL 2021 TO 31 MARCH 2022 AND DISTRIBUTION ANNOUNCEMENT

Introduction (continued)

MNACT's distribution policy is to distribute at least 90.0% of its distributable income on a quarterly basis. Following the amendments to Rule 705 of the Listing Manual of the Singapore Exchange Securities Trading Limited on the quarterly reporting framework which took effect from 7 February 2020, MNACT has announced financial statements on a half-yearly basis with effect from the financial year from 1 April 2020 to 31 March 2021 ("FY20/21"). Consequently, MNACT has also amended its distribution policy to make distributions on a half-yearly basis.

Notwithstanding the above, the Manager will continue its proactive engagement with unitholders through various communication channels, including providing relevant and material updates between the announcements of half-yearly financial statements, through SGX announcements.

Distribution Reinvestment Plan ("DRP")

The Distribution Reinvestment Plan will be suspended from and including the 2H FY21/22 Distribution onwards. Unitholders will receive their 2H FY21/22 Distribution in cash.

Valuation of Investment Properties

Valuations of properties in MNACT's portfolio are conducted annually in accordance with the requirements under Appendix 6 of the Code on Collective investment Schemes ("Property Fund Appendix").

Accordingly, the investment properties in the balance sheet are stated at fair value based on the portfolio valuation as of 31 March 2022. The resultant net revaluation loss of S$215.4 million as of 31 March 2022 is recognised in the Statement of Profit and Loss (Please refer to Paragraph 9(a) for the gain/loss recorded for each investment property).

Proposed Merger with Mapletree Commerial Trust ("MCT") to Form Mapletree Pan Asia Commercial REIT ("MPACT")

Mapletree Commercial Trust Management Ltd., as manager of Mapletree Commercial Trust ("**MCT**" and as manager of MCT, the "**MCT Manager**"), and Mapletree North Asia Commercial Trust Management Ltd., ("**MNACT**" and as manager of MNACT, the "MNACT Manager"), jointly announced the proposed merger of MCT and MNACT (the "**Merger**") on 31 December 2021 and 21 March 2022 to create a flagship commercial REIT positioned to be the proxy to key gateway markets of Asia.

The Merger will be effected by a trust scheme of arrangement (the "**Trust Scheme**") with MNACT Unitholders entitled to elect to receive the Scheme Consideration in new units in MCT ("**MCT Units**"), a combination of cash and MCT Units or wholly in cash. Post-merger, MPACT will become one of Asia's ten largest REITs, with a market capitalisation of approximately S$10.5 billion[1]. With assets under management ("**AUM**") of approximately S$17.1 billion[2], the diversified and high quality portfolio will comprise 18 commercial assets across Singapore, China, Hong Kong SAR, Japan and South Korea.

Subject to, among other things, approvals by MCT and MNACT unitholders and the Singapore Court, the Merger is currently expected to be completed around August 2022. More details on the Merger will be available in the Scheme Document to unitholders which will be despatched in due course.

[1] Illustrative market capitalisation of the Merged Entity is calculated based on the Scheme Issue Price of S$2.0039 and the pro forma total number of units outstanding for the Merged Entity as at the Latest Practicable Date of 5,219.1 million, assuming all MNACT Unitholders (excluding the MIPL Entities) elect to receive the Cash-and-Scrip Consideration or the Cash-only Consideration. Assuming all MNACT Unitholders elect to receive the Scrip-Only Consideration, the market capitalisation for Merged Entity would be S$10.9 billion.

[2] The AUM of MCT and MNACT are based on the valuations of MCT and MNACT as at 31 March 2022.

MAPLETREE NORTH ASIA COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE SECOND HALF YEAR FROM 1 OCTOBER 2021 TO 31 MARCH 2022 AND FINANCIAL YEAR FROM 1 APRIL 2021 TO 31 MARCH 2022 AND DISTRIBUTION ANNOUNCEMENT

1.1 Consolidated Statement of Profit or Loss, Statement of Comprehensive Income and Distribution Statement (MNACT Group)

Statement of Profit and Loss	FY21/22 (S$'000)	FY20/21 (S$'000)	Variance Positive/ (Negative) (%)	2H FY21/22 (S$'000)	2H FY20/21 (S$'000)	Variance Positive/ (Negative) (%)
Gross revenue[1]	426,676	391,415	9.0	211,235	201,316	4.9
Property operating expenses	(104,735)	(99,375)	(5.4)	(51,173)	(49,016)	(4.4)
Net property income	**321,941**	**292,040**	**10.2**	**160,062**	**152,300**	**5.1**
Other income						
Interest income	1,730	2,050	(15.6)	873	850	2.7
Other non-operating income - insurance proceeds[2]	12,354	46,393	(73.4)	12,354	9,642	28.1
Other gains						
Net foreign exchange gain	1,700	1,525	11.5	900	1,386	(35.1)
Expenses						
Manager's management fees[3]						
- Base fee	(23,922)	(21,591)	(10.8)	(11,675)	(11,626)	(0.4)
- Performance fee	-	-	NM	-	-	NM
Trustee's fee	(826)	(821)	(0.6)	(413)	(403)	(2.5)
Other trust expenses	(2,936)	(2,461)	(19.3)	(1,520)	(1,173)	(29.6)
Finance costs[4]	(66,106)	(71,595)	7.7	(32,866)	(33,676)	2.4
Share of profit of a joint venture[5]	22,965	3,428	NM	20,551	3,428	NM
Profit before net change in fair value of investment properties and financial derivatives	**266,900**	**248,968**	**7.2**	**148,266**	**120,728**	**22.8**
Net change in fair value of investment properties[6]	(215,399)	(480,957)	55.2	(215,399)	(176,067)	(22.3)
Net change in fair value of financial derivatives	2,051	3,886	(47.2)	2,377	(61)	NM
Profit/(loss) before income tax	**53,552**	**(228,103)**	**NM**	**(64,756)**	**(55,400)**	**(16.9)**
Income tax expenses	(31,551)	(36,459)	13.5%	(11,844)	(18,651)	36.5
Profit/(loss) for the year/period	**22,001**	**(264,562)**	**NM**	**(76,600)**	**(74,051)**	**(3.4)**
Profit/(loss) attributable to:						
Unitholders	16,759	(265,788)	NM	(79,382)	(74,396)	(6.7)
Perpetual securities holders[7]	5,049	-	NM	3,039	-	NM
Non-controlling interests[8]	193	1,226	(84.3)	(257)	345	NM
	22,001	**(264,562)**	**NM**	**(76,600)**	**(74,051)**	**(3.4)**
Earnings per unit (cents)						
- Basic and Diluted	0.480	(7.857)	NM	(2.260)	(2.186)	(3.4)

Footnotes:

1 Revenue for Gateway Plaza and Sandhill Plaza in China excludes Value Added Tax. Revenue for the Japan Properties excludes consumption tax.

2 Relates to the receipt of final insurance payments for the year ended 31 March 2022 ("FY21/22") and interim insurance payments (as payment on account) for the year ended 31 March 2021 ("FY20/21") from the insurers, in connection with the insurance claims for property damage and revenue loss due to business interruption at Festival Walk.

3 Manager's base fee is calculated based on 10% of distributable income for the period. This includes the asset management fee payable to Mapletree Investments Japan Kabushiki Kaisha ("MIJ") in cash which is calculated based on 10% of distributable income from the Japan Properties.

4 Includes the interest expenses imputed to the lease liabilities under Singapore Financial Reporting Standards (International) ("SFRS(I)") 16 Leases.

5 Share of profit of joint venture refers to the 50% effective interest in The Pinnacle Gangnam, and it includes the share of post-tax fair value gain for FY21/22 and 2HFY21/22 of S$17.8 million (FY20/21 and 2H FY20/21: S$1.6 million). The acquisition of The Pinnacle Gangnam was completed on 30 October 2020.

6 Please refer to Note 2.4(c) on the valuation processes of MNACT Group with respect to investment properties.

7 MNACT has issued S$250,000,000 3.50% Perpetual Securities on 8 June 2021 to partially fund the acquisition of Hewlett Packard Japan Headquarters Building ("HPB"). Please refer to MNACT's SGX-ST Announcement dated 1 June 2021 titled "Issue of S$250,000,000 3.50% Perpetual Securities Pursuant to the US$1,500,000,000 Euro Medium Term Securities Programme".

8 Non-controlling interests refers to the 1.53% effective interest in the Japan Properties held by MIJ.

MAPLETREE NORTH ASIA COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE SECOND HALF YEAR FROM 1 OCTOBER 2021 TO 31 MARCH 2022 AND FINANCIAL YEAR FROM 1 APRIL 2021 TO 31 MARCH 2022 AND DISTRIBUTION ANNOUNCEMENT

1.1 Consolidated Statement of Profit or Loss, Statement of Comprehensive Income and Distribution Statement (MNACT Group)

Statement of Comprehensive Income	FY21/22 (S$'000)	FY20/21 (S$'000)	Variance Positive/ (Negative) (%)	2H FY21/22 (S$'000)	2H FY20/21 (S$'000)	Variance Positive/ (Negative) (%)
Profit/(loss) for the year/period	**22,001**	**(264,562)**	**NM**	**(76,600)**	**(74,051)**	**(3.4)**
Other comprehensive profit/ (loss):						
Items that may be reclassified subsequently to profit or loss:						
Currency translation differences						
- Profit/(loss) for the year/period	67,228	(40,161)	NM	50,692	(11,959)	NM
- Reclassification	(1,137)	834	NM	(1,089)	238	NM
- Share of a foreign joint venture	(9,029)	(2,188)	NM	(5,764)	(2,188)	NM
- Hedges of net investment in foreign operation[1]	6,854	-	NM	17,109	-	NM
Cash flow hedges						
- Fair value changes, net of tax	54,011	39,789	35.7	51,437	24,701	NM
- Reclassification	(27,955)	(46,033)	39.3	(19,651)	(24,198)	18.8
Total other comprehensive profit/(loss), net of tax	**89,972**	**(47,759)**	**NM**	**92,734**	**(13,406)**	**NM**
Total comprehensive profit/(loss)	**111,973**	**(312,321)**	**NM**	**16,134**	**(87,457)**	**NM**
Total comprehensive income/ (loss) attributable to:						
Unitholders	106,822	(313,260)	NM	13,420	(87,726)	NM
Perpetual Securities holders[2]	5,049	-	NM	3,039	-	NM
Non-controlling interests[3]	102	939	(89.1)	(325)	269	NM
	111,973	**(312,321)**	**NM**	**16,134**	**(87,457)**	NM

Footnotes:

[1] Relates to fair value changes on the derivative financial instruments (cross currency interest rate swaps to swap SGD fixed interest rate to JPY fixed interest rate) for perpetual securities issued to partially fund the acquisition of HPB.

[2] MNACT issued S$250,000,000 3.50% Perpetual Securities on 8 June 2021 to partially fund the acquisition of Hewlett Packard Japan Headquarters Building ("HPB"). Please refer to MNACT's SGX-ST Announcement dated 1 June 2021 titled "Issue of S$250,000,000 3.50% Perpetual Securities Pursuant to the US$1,500,000,000 Euro Medium Term Securities Programme".

[3] Non-controlling interests refer to the 1.53% effective interest in the Japan Properties held by Mapletree Investments Japan Kabushiki Kaisha ("MIJ").

MAPLETREE NORTH ASIA COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE SECOND HALF YEAR FROM 1 OCTOBER 2021 TO 31 MARCH 2022 AND FINANCIAL YEAR FROM 1 APRIL 2021 TO 31 MARCH 2022 AND DISTRIBUTION ANNOUNCEMENT

1.1 Consolidated Statement of Profit or Loss, Statement of Comprehensive Income and Distribution Statement (MNACT Group)

Distribution Statement	FY21/22 (S$'000)	FY20/21 (S$'000)	Variance Positive/ (Negative) (%)	2H FY21/22 (S$'000)	2H FY20/21 (S$'000)	Variance Positive/ (Negative) (%)
Profit/(loss) for the year/period attributable to Unitholders	**16,759**	**(265,788)**	**NM**	**(79,382)**	**(74,396)**	**(6.7)**
Distribution adjustments (Note A)	222,460	475,938	(53.3)	199,068	187,714	6.0
Distributable income to Unitholders	**239,219**	**210,150**	**13.8**	**119,686**	**113,318**	**5.6**

Note A: Distribution adjustments[1] comprise:						
- Trustee's fee	826	821	(0.6)	413	403	2.5
- Financing fees	5,019	4,691	(7.0)	2,528	2,417	4.6
- Net change in fair value of investment properties net of deferred tax impact	186,788	475,352	(60.7)	186,788	171,926	8.6
- Manager's base fee paid/payable in units	18,235	15,847	(15.1)	8,881	8,729	1.7
- Property manager's management fees paid/payable in units	10,419	9,605	(8.5)	5,058	5,005	1.1
- Net change in fair value of financial derivatives	(2,051)	(3,886)	(47.2)	(2,377)	61	NM
- Net foreign exchange (gain)/loss on capital item[2]	(1,137)	834	NM	(1,089)	238	NM
- Other non-tax deductible items and other adjustments	12,270	12,722	(3.6)	6,775	6,958	(2.6)
	230,369	**515,986**	**(55.1)**	**206,977**	**195,737**	5.7
- Insurance proceeds (net of tax)[3]	(11,440)	(40,048)	71.4	(11,440)	(8,023)	(42.6)
- Excess of Distribution Top-Ups[4]	3,531	-	NM	3,531	-	NM
	222,460	**475,938**	**(53.3)**	**199,068**	**187,714**	6.0

Footnotes:

NM – Not Meaningful

1 Excludes share attributable to non-controlling interests.

2 Net foreign exchange (gain)/loss on capital item arises from the partial settlement of inter-company loans between MNACT and its overseas subsidiaries. These transactions are capital in nature and the foreign exchange gain arising is not distributable.

3 In FY21/22 and 2H FY21/22, insurance proceeds (net of tax) of S$11.4 million relating to the final claims for property damage and revenue loss due to business interruption ("Business Interruption Insurance Amount") at Festival Walk, were received. As announced on 24 November 2021, any Business Interruption Insurance Amount in excess of the distribution top-ups will be distributed to the unitholders.

4 The amount of S$3.5 million is the excess of the insurance settlement of S$36.4 million (net of applicable tax) for revenue loss due to business interruption over the distribution top-ups of S$32.9 million paid to Unitholders in 3Q FY19/20 and 4Q FY19/20, which will be distributed to Unitholders as part of the semi-annual distribution for the period from 1 October 2021 to 31 March 2022.

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1.2 Statements of Financial Position (MNACT Group)

	31 Mar 2022 (S$'000)	31 Mar 2021 (S$'000)
Current assets		
Cash and bank balances	247,279	252,198
Trade and other receivables	9,285	14,596
Other current assets	3,213	3,361
Inventories	560	569
Derivative financial instruments[1]	16,388	1,990
Total current assets	**276,725**	**272,714**
Non-current assets		
Derivative financial instruments[1]	57,190	22,040
Investment properties[2]	7,996,064	7,674,050
Plant and equipment	2,727	3,307
Investment in joint venture	123,353	116,562
Total non-current assets	**8,179,334**	**7,815,959**
Total Assets	**8,456,059**	**8,088,673**
Current liabilities		
Trade and other payables	141,372	122,060
Borrowings	456,662	207,406
Lease liabilities	34	62
Current income tax liabilities	40,251	27,805
Derivative financial instruments[1]	1,536	9,544
Total current liabilities[3]	**639,855**	**366,877**
Non-current liabilities		
Trade and other payables	91,844	105,861
Borrowings	2,961,257	3,063,847
Lease liabilities	111	-
Derivative financial instruments[1]	2,573	16,216
Deferred tax liabilities	155,643	150,749
Total non-current liabilities	**3,211,428**	**3,336,673**
Total Liabilities	**3,851,283**	**3,703,550**
Net assets	**4,604,776**	**4,385,123**
Represented by:		
Unitholders' funds	4,152,659	4,275,933
General reserve	6,650	5,167
Hedging reserve	25,906	(104)
Foreign currency translation reserve	158,741	94,688
	4,343,956	4,375,684
Perpetual Securities[4]	248,462	-
Non-controlling interests[5]	12,358	9,439
	4,604,776	**4,385,123**
Net Asset Value (NAV) per unit (S$)	**1.231**	**1.274**

Footnotes:

1 Derivative financial instruments represent the fair value as at period end of the (i) currency forwards to swap HKD, RMB, JPY and KRW to SGD; (ii) interest rate swaps to swap floating interest payments into fixed; and (iii) cross currency interest rate swaps to swap SGD fixed interest rate and USD floating interest rate to HKD fixed interest rate and SGD and HKD fixed interest rate to JPY fixed interest rate.

2 Investment properties are stated at fair value based on valuations performed by independent valuers as at 31 March 2022.

3 At 31 March 2022, MNACT Group had net current liabilities of S$363.1 million (31 March 2021: S$94.2 million) which is mainly due to borrowings maturing by March 2023. Based on the Group's existing financial resources and facilities, the Group will be able to refinance the borrowings and meet its current obligations as and when they fall due.

4 MNACT issued S$250,000,000 3.50% Perpetual Securities on 8 June 2021 to partially fund the acquisition of Hewlett Packard Japan Headquarters Buildings ("HPB"). Please refer to MNACT's SGX-ST Announcement dated 1 June 2021 titled "Issue of S$250,000,000 3.50% Perpetual Securities Pursuant to the US$1,500,000,000 Euro Medium Term Securities Programme".

5 Non-controlling interests refers to 1.53% effective interest in the Japan Properties held by MIJ.

MAPLETREE NORTH ASIA COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE SECOND HALF YEAR FROM 1 OCTOBER 2021 TO 31 MARCH 2022 AND FINANCIAL YEAR FROM 1 APRIL 2021 TO 31 MARCH 2022 AND DISTRIBUTION ANNOUNCEMENT

1.2 Statements of Financial Position (MNACT)

	31 Mar 2022 (S$'000)	31 Mar 2021 (S$'000)
Current assets		
Cash and bank balances	59,017	87,092
Trade and other receivables	8,768	8,729
Derivative financial instruments[1]	2,810	1,404
Total current assets	**70,595**	**97,225**
Non-current asset		
Investments in subsidiaries	2,921,753	2,691,823
Derivative financial instruments[2]	6,854	-
Total non-current asset	**2,928,607**	**2,691,823**
Total Assets	**2,999,202**	**2,789,048**
Current liabilities		
Trade and other payables	11,759	16,069
Current income tax liabilities	27	151
Derivative financial instruments[1]	697	1,342
Total current liabilities	**12,483**	**17,562**
Total Liabilities	**12,483**	**17,562**
Net assets	**2,986,719**	**2,771,486**
Represented by:		
Unitholders' funds	2,736,144	2,771,424
Hedging reserve	2,113	62
	2,738,257	2,771,486
Perpetual Securities[3]	248,462	-
	2,986,719	**2,771,486**
Net Asset Value (NAV) per unit (S$)	**0.776**	**0.807**

Footnotes:

[1] Derivative financial instruments represent the fair value as at period end of the currency forwards to swap HKD, RMB, JPY and KRW to SGD.

[2] Derivative financial instruments represent the fair value as at period end of the cross currency interest rate swaps to swap SGD fixed interest rate to JPY fixed interest rate.

[3] MNACT issued S$250,000,000 3.50% Perpetual Securities on 8 June 2021 to partially fund the acquisition of Hewlett Packard Japan Headquarters Buildings ("HPB"). Please refer to MNACT's SGX-ST Announcement dated 1 June 2021 titled "Issue of S$250,000,000 3.50% Perpetual Securities Pursuant to the US$1,500,000,000 Euro Medium Term Securities Programme".

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1.3 Consolidated Statement of Cash flows (MNACT Group)

	FY21/22 (S$'000)	FY20/21 (S$'000)	2H FY21/22 (S$'000)	2H FY20/21 (S$'000)
Cash flows from operating activities				
Profit/(loss) for the year/period	22,001	(264,562)	(76,600)	(74,051)
Adjustments for:				
- Income tax expenses	31,551	36,459	11,844	18,651
- Amortisation of rent free incentive	1,259	(119)	767	(16)
- Depreciation	1,314	1,306	664	640
- Plant and equipment written off	-	35	-	35
- Net change in fair value of investment properties	215,399	480,957	215,399	176,067
- Net change in fair value of financial derivatives	(2,051)	(3,886)	(2,377)	61
- Manager's management fees paid/payable in units	18,235	15,847	8,881	8,729
- Property manager's management fees paid/payable in units	10,419	9,605	5,058	5,005
- Finance costs	66,106	71,595	32,866	33,676
- Interest income	(1,730)	(2,050)	(873)	(850)
- Net foreign exchange (gain)/loss on capital item	(1,137)	834	(1,089)	238
- Share of profit of a joint venture	(22,965)	(3,428)	(20,551)	(3,428)
Operating cash flows before working capital changes	338,401	342,593	173,989	164,757
Changes in working capital:				
- Trade and other receivables and other current assets	1,411	1,345	15,489	(662)
- Inventories	12	69	(36)	69
- Trade and other payables	(1,310)	(5,498)	18,729	7,476
Cash generated from operations	338,514	338,509	208,171	171,640
- Income tax paid	(22,657)	(25,403)	(10,132)	(13,526)
Net cash provided by operating activities	**315,857**	**313,106**	**198,039**	**158,114**
Cash flows from investing activities				
Distributions received from joint venture	4,393	-	2,589	-
Additions to investment properties	(38,645)	(19,743)	(29,372)	(14,921)
Additions to plant and equipment	(569)	(957)	(493)	(552)
Net cash outflow on acquisition of investment properties	(486,451)	-	(4,604)	-
Net cash outflow on investment in a joint venture	-	(114,650)	-	(114,650)
Interest income received	1,853	1,491	709	498
Net cash used in investing activities	**(519,419)**	**(133,859)**	**(31,171)**	**(129,625)**
Cash flows from financing activities				
Repayment of borrowings	(234,012)	(614,599)	(73,854)	(355,456)
Repayment of medium term notes	(175,000)	-	(100,000)	-
Proceeds from borrowings	595,035	638,605	145,934	388,701
Principal payment of lease liabilities	(62)	(77)	(25)	(38)
Payment of issue expenses	(222)	(500)	-	(9)
Payments of distributions to Unitholders (net of distribution in units)[1]	(166,897)	(84,225)	(96,541)	(49,934)
Payments of distributions to perpetual securities holders	(4,387)	-	(4,387)	-
Payments of distributions to non-controlling interests	(419)	(623)	(158)	(335)
Contribution from non-controlling interests	3,236	-	(286)	-
Financing fees paid	(4,360)	(3,889)	(1,776)	(1,014)
Interest paid	(61,881)	(65,904)	(30,443)	(30,461)
Change in restricted cash[2]	(2,158)	(5,003)	453	(1,824)
Proceeds from issuance of perpetual securities, net of transaction costs[3]	248,743	-	(110)	-
Net cash from/(used in) financing activities	**197,616**	**(136,215)**	**(161,193)**	**(50,370)**
Net (decrease)/increase in cash and cash equivalents held	**(5,946)**	**43,032**	**5,675**	**(21,881)**
Cash and cash equivalents at beginning of the year/period	229,276	188,208	217,834	251,199
Effect of currency translation on cash and cash equivalents	341	(1,964)	162	(42)
Cash and cash equivalents at end of the year/period	**223,671**	**229,276**	**223,671**	**229,276**

1.3 Consolidated Statement of Cash flows (MNACT Group) (continued)

Footnotes:

[1] This amount excludes:

- FY21/22: S$65.9 million (FY20/21: S$63.4 million) distributed through the issuance of 64,949,627 (FY20/21: 70,129,942) new units in MNACT in FY21/22 as part payment of distributions for the periods from 1 October 2020 to 31 March 2021 and 1 April 2021 to 30 September 2021 (1H FY21/22) (FY20/21: 1 January 2020 to 31 March 2020 (4Q FY19/20) and 1 April 2020 to 30 September 2020) pursuant to the Distribution Reinvestment Plan ("DRP"); and
- 2H FY21/22: S$23.0 million (2H FY20/21: S$46.9 million) distributed through the issuance of 23,860,302 (2H FY20/21: 54,689,603) new units in MNACT in 2H FY21/22 as part payment of distributions for the period from 1 April 2021 to 30 September 2021 (FY20/21: 1 April 2020 to 30 September 2020), pursuant to the Distribution Reinvestment Plan ("DRP").

[2] For the purpose of presenting the consolidated statement of cash flows, cash and cash equivalents comprise the following:

	FY21/22 (S$'000)	FY20/21 (S$'000)	2H FY21/22 (S$'000)	2H FY20/21 (S$'000)
Cash and bank balances	247,279	252,198	247,279	252,198
Less: Restricted cash	(23,608)	(22,922)	(23,608)	(22,922)
Cash and cash equivalents per consolidated statement of cash flows	**223,671**	**229,276**	**223,671**	**229,276**

Restricted cash relates to the amount of cash reserves for the Japan Properties which is required to be maintained based on the agreements with the banks. Restricted cash are reserves for use in capital expenditure, interest expense and certain property related expenses to ensure these liabilities can be met when incurred.

[3] MNACT issued S$250,000,000 3.50% Perpetual Securities on 8 June 2021 to partially fund the acquisition of Hewlett Packard Japan Headquarters Building ("HPB"). Please refer to MNACT's SGX-ST Announcement dated 1 June 2021 titled "Issue of S$250,000,000 3.50% Perpetual Securities Pursuant to the US$1,500,000,000 Euro Medium Term Securities Programme".

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1.4 Statements of Movements in Unitholders' Funds (MNACT Group)

	Unitholders' funds							
	Operations (S$'000)	Unitholders' Contribution (S$'000)	General reserve (S$'000)	Hedging reserve (S$'000)	Foreign currency translation reserve (S$'000)	Perpetual Securities (S$'000)	Non-controlling interests (S$'000)	Total (S$'000)
Balance as at 1 Apr 2021	**1,393,442**	**2,882,491**	**5,167**	**(104)**	**94,688**	**-**	**9,439**	**4,385,123**
Profit attributable to: - Unitholders and non-controlling interests	16,759	-	-	-	-	-	193	16,952
- Perpetual securities holders	-	-	-	-	-	5,049		5,049
Fair value changes on cash flow hedges	-	-	-	53,985	-	-	26	54,011
Reclassification to Profit or Loss	-	-	-	(27,975)	(1,137)	-	20	(29,092)
Translation differences relating to: - foreign subsidiaries and quasi equity loans	-	-	-	-	67,365	–	(137)	67,228
- a foreign joint venture	-	-	-	-	(9,029)	-	-	(9,029)
- Hedges of net investment in foreign operation[1]	-	-	-	-	6,854	-	-	6,854
Total comprehensive income	**16,759**	**-**	**-**	**26,010**	**64,053**	**5,049**	**102**	**111,973**
Distributions to Unitholders	(126,818)	(106,009)	-	-	-	-	-	(232,827)
Distributions to Perpetual Securities Holders	-	-	-	-	-	(4,387)	-	(4,387)
Transfer to general reserve	(1,483)	-	1,483	-	-	–		-
Issue of new units arising from: - settlement of management fees	-	28,569	-	-	-	-	-	28,569
- Distribution Reinvestment Plan	-	65,930	-	-	-	-	-	65,930
- Perpetual Securities Holders	-	-	-	-	-	250,000	-	250,000
Issue expenses	-	(222)	-	-	-	(2,200)	-	(2,422)
Contributions from non-controlling interests	-	-	-	-	-	-	3,236	3,236
Distributions to non-controlling interests	-	-	-	-	-	-	(419)	(419)
Balance as at 31 Mar 2022	**1,281,900**	**2,870,759**	**6,650**	**25,906**	**158,741**	**248,462**	**12,358**	**4,604,776**

	Unitholders' funds							
	Operations (S$'000)	Unitholders' Contribution (S$'000)	General reserve (S$'000)	Hedging reserve (S$'000)	Foreign currency translation reserve (S$'000)	Perpetual Securities (S$'000)	Non-controlling interests (S$'000)	Total (S$'000)
Balance as at 1 Oct 2021	**1,427,165**	**2,887,337**	**5,904**	**(5,834)**	**97,679**	**249,810**	**13,127**	**4,675,188**
(Loss)/profit attributable to: - Unitholders and non-controlling interests	(79,382)	-	-	-	-	-	(257)	(79,639)
- Perpetual securities holders	-	-	-	-	-	3,039	-	3,039
Fair value changes on cash flow hedges	-	-	-	51,401	-	-	36	51,437
Reclassification to Profit or Loss	-	-	-	(19,661)	(1,089)	-	10	(20,740)
Translation differences relating to: - foreign subsidiaries and quasi equity loans	-	-	-	-	50,806	-	(114)	50,692
- a foreign joint venture	-	-	-	-	(5,764)	-	-	(5,764)
- Hedges of net investment in foreign operation[1]	-	-	-	-	17,109	-	-	17,109
Total comprehensive income	**(79,382)**	**-**	**-**	**31,740**	**61,062**	**3,039**	**(325)**	**16,134**
Distributions to Unitholders	(65,137)	(54,391)	-	-	-	-	-	(119,528)
Distributions to Perpetual Securities Holders	-	-	-	-	-	(4,387)	-	(4,387)
Transfer to general reserve	(746)	-	746	-	-	-	-	-
Issue of new units arising from: - settlement of management fees	-	14,826	-	-	-	-	-	14,826
- Distribution Reinvestment Plan	-	22,987	-	-	-	-	-	22,987
Contributions from non-controlling interests	-	-	-	-	-	-	(286)	(286)
Distributions to non-controlling interests	-	-	-	-	-	-	(158)	(158)
Balance as at 31 Mar 2022	**1,281,900**	**2,870,759**	**6,650**	**25,906**	**158,741**	**248,462**	**12,358**	**4,604,776**

1. Relates to fair value changes on the derivative financial instruments (cross currency interest rate swaps to swap SGD fixed interest rate to JPY fixed interest rate) for perpetual securities issued to partially fund the acquisition of HPB.

1.4 Statements of Movements in Unitholders' Funds (MNACT Group) (continued)

	Unitholders' funds						
	Operations (S$'000)	Unitholders' Contribution (S$'000)	General reserve (S$'000)	Hedging reserve (S$'000)	Foreign currency translation reserve (S$'000)	Non-controlling interests (S$'000)	Total (S$'000)
Balance as at 1 Apr 2020	**1,735,551**	**2,840,118**	**3,782**	**6,164**	**135,892**	**9,123**	**4,730,630**
(Loss)/profit attributable to Unitholders and non-controlling interest	(265,788)	-	-	-	-	1,226	(264,562)
Fair value changes on cash flow hedges	-	-	-	39,784	-	5	39,789
Reclassification to Profit or Loss	-	-	-	(46,052)	834	19	(45,199)
Translation differences relating to:							
- foreign subsidiaries and quasi equity loans	-	-	-	-	(39,850)	(311)	(40,161)
- a foreign joint venture	-	-	-	-	(2,188)	-	(2,188)
Total comprehensive income	**(265,788)**	-	-	**(6,268)**	**(41,204)**	**939**	**(312,321)**
Distributions to Unitholders	(74,936)	(38,532)	-	-	-	-	(113,468)
Transfer to general reserve	(1,385)	-	1,385	-	-	-	-
Issue of new units arising from:							
- settlement of management fees	-	18,163	-	-	-	-	18,163
- Distribution Reinvestment Plan	-	63,422	-	-	-	-	63,422
Issue expenses	-	(680)	-	-	-	-	(680)
Distributions to non-controlling interests	-	-	-	-	-	(623)	(623)
Balance as at 31 Mar 2021	**1,393,442**	**2,882,491**	**5,167**	**(104)**	**94,688**	**9,439**	**4,385,123**

	Unitholders' funds						
	Operations (S$'000)	Unitholders' Contribution (S$'000)	General reserve (S$'000)	Hedging reserve (S$'000)	Foreign currency translation reserve (S$'000)	Non-controlling interests (S$'000)	Total (S$'000)
Balance as at 1 Oct 2020	**1,531,887**	**2,857,598**	**4,449**	**(585)**	**108,499**	**9,505**	**4,511,353**
(Loss)/profit attributable to Unitholders and non-controlling interest	(74,396)	-	-	-	-	345	(74,051)
Fair value changes on cash flow hedges	-	-	-	24,688	-	13	24,701
Reclassification to Profit or Loss	-	-	-	(24,207)	238	9	(23,960)
Translation differences relating to:							
- foreign subsidiaries and quasi equity loans	-	-	-	-	(11,861)	(98)	(11,959)
- a foreign joint venture	-	-	-	-	(2,188)	-	(2,188)
Total comprehensive income	**(74,396)**	**-**	**-**	**481**	**(13,811)**	**269**	**(87,457)**
Distributions to Unitholders	(63,331)	(33,501)	-	-	-	-	(96,832)
Transfer to general reserve	(718)	-	718	-	-	-	-
Issue of new units arising from:							
- settlement of management fees	-	11,671	-	-	-	-	11,671
- Distribution Reinvestment Plan	-	46,898	-	-	-	-	46,898
Issue expenses	-	(175)	-	-	-	-	(175)
Distributions to non-controlling interests	-	-	-	-	-	(335)	(335)
Balance as at 31 Mar 2021	**1,393,442**	**2,882,491**	**5,167**	**(104)**	**94,688**	**9,439**	**4,385,123**

MAPLETREE NORTH ASIA COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE SECOND HALF YEAR FROM 1 OCTOBER 2021 TO 31 MARCH 2022 AND FINANCIAL YEAR FROM 1 APRIL 2021 TO 31 MARCH 2022 AND DISTRIBUTION ANNOUNCEMENT

1.4 Statements of Movements in Unitholders' Funds (MNACT)

	Unitholders' funds				
	Operations (S$'000)	**Unitholders' Contribution (S$'000)**	**Hedging reserve (S$'000)**	**Perpetual securities (S$'000)**	**Total (S$'000)**
Balance as at 1 Apr 2021	**(111,066)**	**2,882,491**	**62**	**-**	**2,771,487**
Profit attributable to: - Unitholders	103,269	-	-	-	103,269
- Perpetual securities holders	-	-	-	5,049	5,049
Fair value changes on cash flow hedges	-	-	1,937	-	1,937
Reclassification to Profit or Loss	-	-	114	-	114
Other comprehensive income	**103,269**	**-**	**2,051**	**5,049**	**110,369**
Distributions to Unitholders	(126,818)	(106,009)	-	-	(232,827)
Distributions to Perpetual Securities Holders	-	-	-	(4,387)	(4,387)
Issue of new units arising from: – settlement of management fees	-	28,569	-	-	28,569
– Distribution Reinvestment Plan	-	65,930	-	-	65,930
– Perpetual securities holders	-	-	-	250,000	250,000
Issue expenses		(222)		(2,200)	(2,422)
Balance as at 31 Mar 2022	**(134,615)**	**2,870,759**	**2,113**	**248,462**	**2,986,719**

	Unitholders' funds				
	Operations (S$'000)	**Unitholders' Contribution (S$'000)**	**Hedging reserve (S$'000)**	**Perpetual securities (S$'000)**	**Total (S$'000)**
Balance as at 1 Oct 2021	**(131,781)**	**2,887,337**	**(264)**	**249,810**	**3,005,102**
Profit attributable to: - Unitholders	62,303	-	-	-	62,303
- Perpetual securities holders	-	-	-	3,039	3,039
Fair value changes on cash flow hedges	-	-	2,059	-	2,059
Reclassification to Profit or Loss	-	-	318	-	318
Other comprehensive income	**62,303**	**-**	**2,377**	**3,039**	**67,719**
Distributions to Unitholders	(65,137)	(54,391)	-	-	(119,528)
Distributions to Perpetual Securities Holders	-	-	-	(4,387)	(4,387)
Issue of new units arising from: - settlement of management fees	-	14,826	-	-	14,826
- Distribution Reinvestment Plan	-	22,987	-	-	22,987
Balance as at 31 Mar 2022	**(134,615)**	**2,870,759**	**2,113**	**248,462**	**2,986,719**

MAPLETREE NORTH ASIA COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE SECOND HALF YEAR FROM 1 OCTOBER 2021 TO 31 MARCH 2022 AND FINANCIAL YEAR FROM 1 APRIL 2021 TO 31 MARCH 2022 AND DISTRIBUTION ANNOUNCEMENT

1.4 Statements of Movements in Unitholders' Funds (MNACT) (continued)

	Unitholders' funds			
	Operations (S$'000)	**Unitholders' Contribution (S$'000)**	**Hedging reserve (S$'000)**	**Total (S$'000)**
Balance as at 1 Apr 2020	(148,005)	2,840,118	(3,824)	2,688,289
Profit attributable to Unitholders	111,874	-	-	111,874
Fair value changes on cash flow hedges	-	-	3,065	3,065
Reclassification to Profit or Loss	-	-	821	821
Other comprehensive income	**111,874**	**-**	**3,886**	**115,760**
Distributions to Unitholders	(74,936)	(38,532)	-	(113,468)
Issue of new units arising from: – settlement of management fees	-	18,163	-	18,163
– Distribution Reinvestment Plan	-	63,422	-	63,422
Issue expenses	-	(680)	-	(680)
Balance as at 31 Mar 2021	**(111,067)**	**2,882,491**	**62**	**2,771,486**

	Unitholders' funds			
	Operations (S$'000)	**Unitholders' Contribution (S$'000)**	**Hedging reserve (S$'000)**	**Total (S$'000)**
Balance as at 1 Oct 2020	(104,269)	2,857,598	123	2,753,452
Profit attributable to Unitholders	56,533	-	-	56,533
Fair value changes on cash flow hedges	-	-	265	265
Reclassification to Profit or Loss	-	-	(326)	(326)
Other comprehensive income	**56,533**	**-**	**(61)**	**56,472**
Distributions to Unitholders	(63,331)	(33,501)	-	(96,832)
Issue of new units arising from: – settlement of management fees	-	11,671	-	11,671
– Distribution Reinvestment Plan	-	46,898	-	46,898
Issue expenses	-	(175)	-	(175)
Balance as at 31 Mar 2021	**(111,067)**	**2,882,491**	**62**	**2,771,486**

1(e) Details of Any Change in Units

	FY21/22 ('000)	**FY20/21 ('000)**	**2H FY21/22 ('000)**	**2H FY20/21 ('000)**
Balance as at beginning of year/period	3,434,337	3,342,916	3,488,855	3,366,892
Movements during the period				
Issue of units arising from:				
- settlement of management fees	28,687	21,291	15,259	12,755
- Distribution Reinvestment Plan	64,950	70,130	23,860	54,690
Total issued units as at end of year/period	**3,527,974**	**3,434,337**	**3,527,974**	**3,434,337**

There were no convertibles, treasury units and subsidiary holdings as at 31 March 2021 and 31 March 2022.

MAPLETREE NORTH ASIA COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE SECOND HALF YEAR FROM 1 OCTOBER 2021 TO 31 MARCH 2022 AND FINANCIAL YEAR FROM 1 APRIL 2021 TO 31 MARCH 2022 AND DISTRIBUTION ANNOUNCEMENT

2. Notes to the Condensed Interim Consolidated Financial Statements

These notes form an integral part of the condensed interim consolidated financial statements.

These condensed interim consolidated financial statements as at and for the second half year and financial year ended 31 March 2022 relate to the Trust and its subsidiaries (the "Group").

2.1 General

Mapletree North Asia Commercial Trust ("MNACT") is a Singapore-domiciled Real Estate Investment Trust constituted pursuant to the Trust Deed dated 14 February 2013 (as amended) between Mapletree North Asia Commercial Trust Management Ltd. (as Manager) and DBS Trustee Limited (as Trustee). The Trust Deed is governed by the laws of the Republic of Singapore.

MNACT was formally admitted to the Official List of the Singapore Exchange Securities Trading Limited ("SGX-ST") on 7 March 2013 and was approved for inclusion under the Central Provident Fund ("CPF") Investment Scheme on 23 January 2013.

The principal activity of MNACT and its subsidiaries (the "Group") is to invest, directly or indirectly, in a diversified portfolio of income-producing real estate in China, Hong Kong SAR, Japan and South Korea. It focuses primarily on commercial assets (predominantly for retail and/or office use), as well as other real estate-related assets. It has the primary objective of achieving an attractive level of return from rental income and long-term capital growth.

2.2 Significant accounting policies

Basis of preparation

Based on Rule 705(3A) of the Listing Manual of the Singapore Exchange Securities Trading Limited on the interim financial reporting, issuers are required to prepare interim financial reports in accordance with the relevant accounting standards. Accordingly, the condensed interim consolidated financial statements for the second half year and financial year ended 31 March 2022 have been prepared in accordance with SFRS(I) 1-34 *Interim Financial Reporting*.

The condensed interim consolidated financial statements do not include all the information required for a complete set of financial statements. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Group's financial position and performance of the Group since the last annual financial statements for the financial year ended 31 March 2021.

The accounting policies adopted are consistent with those of the previous financial year which were prepared in accordance with SFRS(I)s, except for the adoption of new and amended standards as set out below.

These condensed interim consolidated financial statements are expressed in Singapore Dollars and rounded to the nearest thousand.

2. Notes to the Condensed Interim Consolidated Financial Statements (continued)

2.2 Significant accounting policies (continued)

Basis of preparation (continued)

The preparation of the condensed interim consolidated financial statements in conformity with SFRS(I) requires the Manager to exercise its judgement in the process of applying the Group's accounting policies. It also requires the use of certain critical accounting estimates and assumptions. Information about an area involving a higher degree of judgement, where assumptions and estimates are significant to the condensed interim consolidated financial statements, is disclosed in Note 2.4 - Investment Properties.

New or amended financial reporting standards effective this period

The Group has adopted new and revised SFRS(I)s and SFRS(I) Interpretations and amendments to SFRS(I)s that are mandatory for application from 1 April 2021. The adoption of these SFRS(I)s and SFRS(I) Interpretations and amendments to SFRS(I)s did not result in material changes to the Group's accounting policies and has no material effect on the amounts reported for the current financial period.

The amendments to SFRS(I)s relating to Phase 2 of the Interest Rate Benchmark Reform applicable for periods beginning on or after 1 April 2021 provides further relief for hedge accounting as well as practical expedients for modification of debt instruments and lease liabilities for lessees with Interbank Offer Rates ("IBOR") based terms, and also introduce additional disclosure requirements on the entity's transition to alternative benchmark rates and related information.The Group is currently overseeing and monitoring the Group's IBOR reform transition, which includes assessing the impact of existing IBOR related financial products and executing amendments required as a result of IBOR reform with its counterparties.

2.3 Earnings per unit and Distribution per unit

	Group			
	FY21/22	**FY20/21**	**2H FY21/22**	**2H FY20/21**
Weighted average number of units[1]	3,489,900,024	3,382,632,299	3,512,853,468	3,403,898,794
Earnings per unit ("EPU") - Basic and Diluted [2]				
Based on the weighted average number of units in issue (cents)	0.480[3]	(7.857)[3]	(2.260)[3]	(2.186)[3]
Number of units in issue at end of year/period	3,527,974,156	3,434,336,938	3,527,974,156	3,434,336,938
Distribution per unit ("DPU")				
Based on the number of units in issue at the end of the year/period (cents)	6.819[4]	6.175[4]	3.393[4]	3.299[4]

Footnotes:

[1] Weighted average number of units for the period has been adjusted to take into account the units issued as payment for base fee, property and lease management fees and performance fee (if applicable).

[2] Diluted earnings per unit is the same as the basic earnings per unit as there are no dilutive instruments in issue during the financial year/period.

[3] EPU is calculated based on profit/(loss) attributable to Unitholders (inclusive of the net revaluation loss and insurance proceeds), over weighted average units in issue in cents (refer to Paragraph 1(a) Statement of Profit and Loss).

[4] DPU is calculated based on distributable income (excluding the non-distributable item such as fair value of investment properties and financial derivatives and other non-cash items), over the number of units in issue at the end of the year/period in cents (refer to Paragraph 1(a) Distribution Statement and the related footnotes).

2. Notes to the Condensed Interim Consolidated Financial Statements (continued)

2.4 Investment properties

(a) Movements during the year

	Group	
	31 Mar 2022	31 Mar 2021
	S$'000	S$'000
Beginning of the year	**7,674,050**	8,347,232
Additions	**38,644**	19,743
Unamortised lease incentives	**5,148**	-
Acquisition[1]	**486,506**	-
Net change in fair value of investment properties	**(215,399)**	(480,957)
Translation difference on consolidation	**7,115**	(211,968)
End of the year	**7,996,064**	7,674,050

[1] On 18 June 2021, MNACT acquired a freehold single-tenanted office building, Hewlett-Packard Japan Headquarters Building ("HPB"), located in Tokyo, Japan. The acquisition amount capitalised includes acquisition fees and acquisition related expenses amounting to S$18.9 million (31 March 2021: Nil).

(b) Fair value hierarchy

The fair values are generally derived using the following methods – discounted cash flow, term and reversion (2021; income capitalisation), and direct comparison. Key unobservable inputs applied in these valuation methods to derive fair values are discount rate, term and reversion rate and adjusted price per square metre (2021: discount rate, capitalisation rate and adjusted price per square metre). All properties within the Group's portfolio are classified within Level 3 of the fair value hierarchy, where fair values are determined based on significant unobservable inputs.

(c) Valuation techniques and key unobservable inputs

Fair values of the Group's properties have been derived using the following valuation techniques:

- Discounted cash flow - Properties are valued by discounting the future net cash flows over the assumed cash flow period at an appropriate discount rate to arrive at a present value.
- Term and reversion - Properties are valued by capitalising the amount of net income receivable from existing tenancies, after deducting any specific costs which must be borne by the recipient. Both the term and reversion are capitalised by the market capitalisation rates, which reflect the rate of investment, alienation restrictions, effect of inflation and prospect of rental growth, if any.
- Income capitalisation - Properties are valued by capitalising the current passing rent derived from the existing tenancies with due provision for reversionary rental income potential that would be generated by the property.
- Direct comparison - Properties are valued by making reference to comparable sales transactions for which price information is available. Appropriate adjustments have been made to reflect the differences in size, location, time, amenities, building age, building quality, remaining land tenure and other relevant factors.

2. Notes to the Condensed Interim Consolidated Financial Statements (continued)

2.4 Investment properties (continued)

(c) Valuation techniques and key unobservable inputs (continued)

The following table presents the valuation techniques and key inputs that were used to determine the fair value of the investment properties categorised under Level 3 of the fair value hierarchy:

Valuation techniques	Unobservable inputs	Range of unobservable inputs	Relationship of unobservable inputs to fair value
Hong Kong SAR			
Discounted cash flow	Discount rate	7.80% per annum (2021: 7.80%)	The higher the discount rate, the lower the fair value.
Term and reversion (2022)^	Term and reversion rate	4.15% per annum	The higher the term and reversion rate, the lower the fair value.
Income capitalisation (2021)^	Capitalisation rate	4.15% per annum	The higher the capitalisation rate, the lower the fair value.
China			
Discounted cash flow	Discount rate	7.50% - 9.25% per annum (2021: 7.50% - 9.25%)	The higher the discount rate, the lower the fair value.
Term and reversion (2022)^	Term and reversion rate	5.00% - 5.50% per annum	The higher the term and reversion rate, the lower the fair value.
Income capitalisation (2021)^	Capitalisation rate	5.00% - 5.50% per annum	The higher the capitalisation rate, the lower the fair value.
Direct comparison	Adjusted price per square metre	RMB 38,066 – RMB 61,997 (2021: RMB 37,766 - RMB 61,997)	The higher the adjusted price per square metre, the higher the fair value.
Japan			
Discounted cash flow	Discount rate	3.20% - 4.20% per annum (2021: 3.80% - 4.50%)	The higher the discount rate, the lower the fair value.

^ The valuation techniques adopted by the valuers for FY21/22 and FY20/21 are term and reversion rate and income capitalisation respectively. (Refer to Page 18 for details of valuation techniques)

2. Notes to the Condensed Interim Consolidated Financial Statements (continued)

2.4 Investment properties (continued)

(d) Valuation processes of the Group

The Group engages independent and qualified valuers to determine the fair value of the Group's properties annually at the end of financial year, or whenever there is any objective evidence or indications that these properties may warrant revaluation.

As at 31 March 2022, the fair values of the properties were determined by Knight Frank Petty Ltd and JLL Morii Valuation and Advisory K.K (2021: Cushman & Wakefield Limited and Cushman & Wakefield K.K.).

Given the uncertainty over the length and severity of the COVID-19 in the respective markets in which the Group operates and the ongoing measures being adopted by them to address the outbreak, valuations for certain investment properties may be subjected to more fluctuations subsequent to 31 March 2022 than during normal market conditions.

2.5 Borrowings

	Group[1]	
	31 Mar 2022 (S$'000)	31 Mar 2021 (S$'000)
Amount repayable within one year		
Bank loans (secured)	-	-
Bank loans (unsecured)	237,260	32,987
Medium-term notes ("MTN") (unsecured)	220,000	175,000
Amount repayable after one year		
Bank loans (secured)	831,428	624,821
Bank loans (unsecured)	1,738,784	1,825,514
Tokutei Mokuteki Kaisha ("TMK") Bonds (secured)	73,875	78,943
Medium-term notes ("MTN") (unsecured)	327,628	544,713
Gross borrowings	**3,428,975**	3,281,978
Less: Unamortised transaction costs[2]	(11,056)	(10,725)
Net borrowings	**3,417,919**	3,271,253
Represented by:		
Current position	456,662	207,406
Non-current position	2,961,257	3,063,847

[1] There are no borrowings and debt securities taken up at MNACT entity level.

[2] Transaction costs are amortised over the life of the loan facilities, the tenure of the MTN and TMK Bonds.

2. Notes to the Condensed Interim Consolidated Financial Statements (continued)

2.5 Borrowings (continued)

Aggregate leverage and interest coverage ratios

	31 Mar 2022 (S$'000)	31 Mar 2021 (S$'000)
Aggregate leverage ratio (%) [1]	41.5	41.5
Interest cover ratio (times) [2]	4.6[4]	3.7[4]
Adjusted interest cover ratio (times) [3]	4.3[4]	3.7[4]

[1] In accordance with the Property Funds Guidelines, the aggregate leverage includes proportionate share of borrowings as well as lease liabilities that are entered into in the ordinary course of MNACT's business on or after 1 April 2019, in line with the guidance from the Monetary Authority of Singapore. MNACT's proportionate share of it's joint venture's borrowings and deposited property values are included when computing aggregate leverage.

[2] In accordance with the definition from the Monetary Authority of Singapore (with effect from 16 April 2020), the interest coverage ratio is calculated by dividing the trailing 12 months earnings before interest, tax, depreciation and amortisation (excluding effects of any fair value changes of derivatives and investment properties, foreign exchange translation) ("EBITDA"), by the trailing 12 months interest expense and borrowing-related fees. The comparative is computed on the same basis.

[3] Following the definition from the Monetary Authority of Singapore (with effect from 16 April 2020), the adjusted interest coverage ratio is calculated by dividing the trailing 12 months EBITDA, by the trailing 12 months interest expense and borrowing-related fees and distribution of hybrid securities. The comparative is computed on the same basis.

[4] Excludes the interim and final insurance proceeds

2.6 Perpetual Securities

On 8 June 2021, MNACT issued S$250,000,000 in principal amount of 3.50% fixed rate perpetual securities to partially fund the acquisition of Hewlett-Packard Japan Headquarters Building ("HPB"), an office building in Japan. The perpetual securities have no fixed redemption date, with the redemption at the option of MNACT on 8 June 2026 and each distribution payment date thereafter, and will bear an initial rate of distribution of 3.50% per annum for the first five years. The rate of distribution will be repriced from 3.5% after the first five years. Distributions are payable semi-annually at the discretion of MNACT and will be non-cumulative. The perpetual securities, net of issuance costs, are classified and recognised as equity instruments.

2.7 Net Asset Value ("NAV") and Net Tangible Asset ("NTA") Per Unit (Group)

	Group		**MNACT**	
	31 Mar 2022	31 Mar 2021	**31 Mar 2022**	31 Mar 2021
Number of units in issue at end of year	3,527,974,156	3,434,336,938	3,527,974,156	3,434,336,938
NAV and NTA per unit (S$)[1]	**1.231**	1.274	**0.776**	0.807

[1] Net tangible asset per unit is the same as net asset value per unit as there are no intangible assets as at period end.

2.8 Capital Commitments

Development expenditures contracted for at the reporting date but not recognised in the financial statements amounted to S$1,170,254 (2021: S$13,758,604).

2. Notes to the Condensed Interim Consolidated Financial Statements (continued)

2.9 Significant related party transactions

Management fees, Property Manager's management fees and Trustee fees have been paid or are payable to the Manager , Property Manager and the Trustee respectively, as disclosed in the consolidated statement of profit or loss and statement of distribution.

2.10 Fair value measurements

The following table presents derivative financial instruments measured and carried at fair value at reporting dates and classified by level of the following fair value measurement hierarchy:

(i) Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;

(ii) Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

(iii) Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

	Group		MNACT	
	31 Mar 2022	31 Mar 2021	**31 Mar 2022**	31 Mar 2021
	S$'000	S$'000	**S$'000**	S$'000
Level 2				
Assets				
Derivative financial instruments	**73,578**	24,030	**9,664**	1,404
Liabilities				
Derivative financial instruments	**(4,109)**	(25,760)	**(697)**	(1,342)

The fair values of derivative financial instruments that are not traded in an active market (for example, over-the-counter derivatives) are determined by using valuation techniques. The fair values of currency forwards are determined using banks' quoted forward rates and foreign exchange spot rates at the reporting date. The fair values of interest rate swaps and cross currency interest rate swaps are calculated as the present value of the estimated future cash flows, using assumptions based on market conditions existing at the reporting date.

The carrying value of cash and bank balances, trade and other receivables, other current assets and trade and other payables approximate their fair values. The fair value of borrowings approximates their carrying amounts as the interest rates of such loans are adjusted for changes in relevant market interest rate. The carrying amounts and fair values of fixed rate current and non-current borrowings are as follows:

	Carrying amounts		Fair values	
	31 Mar 2022	31 Mar 2021	**31 Mar 2022**	31 Mar 2021
	S$'000	S$'000	**S$'000**	S$'000
Group				
Level 2				
Fixed rate medium term notes				
Current	220,000	175,000	**222,424**	177,676
Non-current	327,628	544,713	**327,930**	568,429

2. Notes to the Condensed Interim Consolidated Financial Statements (continued)

2.11 Segment information

Management considers the business from a geographic segment perspective. The basis and measurement used to determine and assess the performance of the segments disclosed in the latest audited annual financial statements remained unchanged.

The segment information for the reportable segments are as follows:

Financial year ended 31 March 2022

	Hong Kong SAR S$'000	China S$'000	Japan S$'000	South Korea S$'000	Others[1] S$'000	Total S$'000
Gross revenue	**204,447**	**110,021**	**112,208**	**-**	**-**	**426,676**
Net property income	**153,751**	**91,327**	**76,863**	**-**	**-**	**321,941**
Profit before interest income, finance cost and net change in fair value of investment properties and financial derivatives	**157,512**	**81,102**	**71,840**	**22,739**	**(1,917)**	**331,276**
Interest income						**1,730**
Finance cost						**(66,106)**
Net change in fair value of investment properties	**(133,320)**	**(26,350)**	**(55,729)**	**-**	**-**	**(215,399)**
Net change in fair value of derivatives						**2,051**
Profit before income tax						**53,552**
Income tax expense						**(31,551)**
Profit after income tax						**22,001**
Other Segment item						
Other non-operating income - insurance proceeds	**12,354**	**-**	**-**	**-**	**-**	**12,354**
Share of profit of a joint venture	**-**	**-**	**-**	**22,965**	**-**	**22,965**
Earnings before interest income, finance cost, net change in fair value of investment properties and tax*	**157,955**	**81,465**	**73,022**	**8,614**	**(1,917)**	**319,139**
Segment assets						
- Investment properties[#]	**4,455,213**	**1,879,868**	**1,660,983**	**-**	**-**	**7,996,064**
- Investment in a joint venture	**-**	**-**	**-**	**123,353**	**-**	**123,353**
- Other segment assets	**25,770**	**69,935**	**104,018**	**2,922**	**60,419**	**263,064**
	4,480,983	**1,949,803**	**1,765,001**	**126,275**	**60,419**	**8,382,481**
Derivative financial instruments						**73,578**
Consolidated total assets						**8,456,059**
Segment liabilities						
- Trade and other payables	**86,739**	**44,990**	**93,148**	**913**	**7,426**	**233,216**
- Lease liabilities	**145**	**-**	**-**	**-**	**-**	**145**
- Current income tax liabilities						**40,251**
- Deferred tax liabilities						**155,643**
						429,255
Borrowings and Derivative financial instruments						**3,422,028**
Consolidated total liabilities						**3,851,283**

[1] Others segment comprises MNACT and a subsidiary (for trust-related and other corporate expenses), which are not reportable segments individually.

* Excluded the Group's share of joint venture's interest income, finance cost and fair value gain (net of tax).

\# Investment properties contribute significantly to total non-current assets.

2. Notes to the Condensed Interim Consolidated Financial Statements (continued)

2.11 Segment information (continued)

Financial year ended 31 March 2021

	Hong Kong SAR S$'000	China S$'000	Japan S$'000	South Korea S$'000	Others[1] S$'000	Total S$'000
Gross revenue	185,164	104,948	101,303	-	-	391,415
Net property income	138,748	86,966	66,326	-	-	292,040
Profit before interest income, finance cost and net change in fair value of investment properties and financial derivatives	178,567	76,098	61,827	3,303	(1,282)	318,513
Interest income						2,050
Finance cost						(71,595)
Net change in fair value of investment properties	(428,673)	(78,783)	26,499	-	-	(480,957)
Net change in fair value of financial derivatives						3,886
Loss before income tax						(228,103)
Income tax expense						(36,459)
Loss after income tax						(264,562)
Other Segment item						
Other non-operating income - insurance proceeds	46,393	-	-	-	-	46,393
Share of profit of a joint venture	-	-	-	3,428	-	3,428
Earnings before interest income, finance cost, net change in fair value of investment properties and tax*	180,505	76,377	63,489	3,296	(1,282)	322,386
Segment assets						
- Investment properties#	4,520,082	1,835,168	1,318,800	-	-	7,674,050
- Investment in a joint venture	-	-	-	116,562	-	116,562
- Other segment assets	23,980	86,743	71,747	2,528	89,033	274,031
	4,544,062	1,921,911	1,390,547	119,090	89,033	8,064,643
Derivative financial instruments						24,030
Consolidated total assets						8,088,673
Segment liabilities						
- Trade and other payables	100,495	45,072	68,924	684	12,746	227,921
- Lease liabilities	62	-	-	-	-	62
- Current income tax liabilities						27,805
- Deferred tax liabilities						150,749
						406,537
Borrowings and Derivative financial instruments						3,297,013
Consolidated total liabilities						3,703,550

[1] Others segment comprises MNACT and a subsidiary (for trust-related and other corporate expenses), which are not reportable segments individually.

* Excluded the Group's share of joint venture's interest income, finance cost and fair value gain (net of tax).

\# Investment properties contribute significantly to total non-current assets.

2. Notes to the Condensed Interim Consolidated Financial Statements (continued)

2.12 Subsequent event

Distributions payable

	cents per unit	S$'000
Distribution for the period 1 October 2021 to 31 March 2022 announced on 19 April 2022 payable on 19 May 2022	3.393	119,686

3. To show the total number of issued units excluding treasury units as at the end of the current financial period, and as at the end of the immediately preceding year

Total number of issued units in MNACT as at 31 March 2022 and 2021 were 3,527,974,156 and 3,434,336,938 respectively.

4. A statement showing all sales, transfers, cancellation and/or use of treasury units and subsidiary holdings as at the end of the current financial period reported on

Not applicable.

5. Whether the figures have been audited or reviewed, and in accordance with which auditing standard or practice

The financial information set out in sections 1 and 2 of this announcement has been extracted from the interim financial statements prepared in accordance with Singapore Financial Reporting Standard (International) 1-34, Interim Financial Reporting, and reviewed in accordance with Singapore Standard on Review Engagements 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity.

6. Where the figures have been audited, or reviewed, the auditors' report (including any qualifications or emphasis of matter)

Please refer to the Appendix for the attached review reports.

Each of PricewaterhouseCoopers LLP and Deloitte & Touche Corporate Finance Pte Ltd has given and has not withdrawn its consent to the issue of this announcement with the inclusion herein of its name, the reproduction in its entirety of its review report appended to this announcement and all references to its name in the form and context in which they appear in this announcement. These condensed interim consolidated financial statements have been reported on in accordance with The Singapore Code on Take-overs and Mergers.

7. Whether the same accounting policies and methods of computation as in the issuer's most recent audited annual financial statements have been applied

Please refer to Note 2.2 above.

8. If there are any changes in the accounting policies and methods of computation, including any required by an accounting standard, what has changed, as well as the reasons for, and the effect of the change

Please refer to Note 2.2 above.

MAPLETREE NORTH ASIA COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE SECOND HALF YEAR FROM 1 OCTOBER 2021 TO 31 MARCH 2022 AND FINANCIAL YEAR FROM 1 APRIL 2021 TO 31 MARCH 2022 AND DISTRIBUTION ANNOUNCEMENT

9. Review of Performance

a. Financial results FY21/22 vs FY20/21

Gross revenue increased by S$35.3 million or 9.0% to S$426.7 million for FY21/22 compared to last year. The increase in revenue was due to:

		S$ million
(i)	lower rent reliefs granted to tenants at Festival Walk; offset by the lower revenue due to lower average rental rates in FY21/22 as compared to FY20/21;	23.0
(ii)	contribution from HPB which was acquired on 18 June 2021[1];	16.4
	offset by	
(iii)	lower average rates of HKD and JPY against SGD; offset by stronger RMB against SGD and others	(4.1)
Net		**35.3**

For FY21/22, Festival Walk, Gateway Plaza, Sandhill Plaza and the Japan Properties contributed 47.9%, 19.4%, 6.4% and 26.3% (FY20/21 47.3%, 20.2%, 6.6% and 25.9%) of the portfolio gross revenue respectively.

Property operating expenses increased by S$5.4 million or 5.4% to S$104.7 million for FY21/22 compared to last year. The increase in property operating expenses was due to:

		S$ million
(i)	operating expenses of HPB which was acquired on 18 June 2021[1];	2.9
(ii)	higher promotional expenses for Festival Walk;	2.1
(iii)	absence of property tax refund received in FY20/21 for SII Makuhari Building, one of the Japan Properties, due to revision in the annual value of the property; offset by	1.2
(iv)	lower average rates of HKD and JPY against SGD; offset by stronger RMB rate against SGD and others	(0.8)
Net		**5.4**

Accordingly, net property income for FY21/22 increased by S$29.9 million or 10.2% to S$321.4 million, compared to last year.

Other non-operating income of S$12.4 million in FY21/22 relates to the final payments by the insurers[2], in connection with the insurance claims for property damage and revenue loss due to business interruption at Festival Walk.

[1] Please refer to MNACT's SGX-ST Announcement dated 18 June 2021 titled "Completion of acquisition of an office property in greater Tokyo and use of proceeds".

[2] Please refer to MNACT's SGX-ST Announcements dated 17 June 2020, 9 July 2020, 14 October 2020 and 24 November 2021 titled "Update on Festival Walk insurance claim".

9. Review of Performance (continued)

a. Financial results FY21/22 vs FY20/21 (continued)

Net foreign exchange gains of S$1.7 million for FY21/22 (FY20/21: S$1.5 million) was due to:
(i) net realised exchange gains of S$0.6 million (FY20/21: S$2.4 million) from the settlement of foreign currency contracts to hedge HKD, RMB, JPY and KRW distributable income; and
(ii) exchange gains of S$1.1 million (FY20/21: losses of S$0.9 million) mainly due to exchange differences in relation to partial settlement of inter-company loans, which is mainly capital in nature and not distributable.

Knight Frank Petty Ltd and JLL Morii Valuation and Advisory K.K have performed valuations of the investment properties as at 31 March 2022. Their valuations, after taking into account the capital expenditure and unamortised lease incentive, have resulted in revaluation losses of S$215.4 million, as follows:

(i) Festival Walk: Loss of S$133.3 million (FY20/21: Loss of S$428.7 million);
(ii) Gateway Plaza: Loss of S$25.5 million (FY20/21: Loss of S$79.0 million);
(iii) Sandhill Plaza: Loss of S$0.8 million (FY20/21: Gain of S$0.2 million); and
(iv) Japan Properties: Loss of S$55.8 million (FY20/21: Gain of S$26.5 million).

For Festival Walk and Gateway Plaza, the fair value loss was largely due to lower market rents assumed by the valuers due to the impact of COVID-19 on the properties' performance.

For Sandhill Plaza, the fair value loss was due to the newly levied property tax[1] as at 1 April 2022, retrospectively applied from 1 January 2022. For Japan Properties, the fair value loss was mainly due to SII Makuhari Building ("SMB"), as its single tenant,had expressed their intention to not renew the lease it expires on 30 June 2024. The SMB fair valuation loss of S$99.0 million is partially offset by the fair value gain of S$43.2 million from Japan Properties (excluding SMB). Accordingly, net fair value loss for Japan Properties in FY21/22 amounted to S$55.8 million.

The net fair value losses is unrealised and has no impact on the distributable income to the unitholders.

Net gain in fair value of financial derivatives of S$2.1 million relates to the mark-to-market movement of currency forward contracts to hedge currency exposures of future HKD, RMB and JPY distributable income.

Finance costs fell by S$5.5 million compared to last year. The major variances are as follows:

	S$ million
(i) proactive capital management that reduced the net interest costs with refinanced borrowings and lower interest rates on floating debt	6.7
(ii) lower average rate of HKD and JPY against SGD offset by stronger RMB rate against SGD, offset by	1.4
(iii) additional borrowings undertaken to partially fund the acquisitions of HPB on 18 June 2021[2] and The Pinnacle Gangnam on 30 October 2020[3]	(2.6)
Net	**5.5**

[1] Sandhill Plaza is located in Zhangjiang Science City and was not subjected to real estate tax prior to 31 December 2021. The property tax that was implemented on 1 April 2022 (applied retrospectively from 1 January 2022) is computed based on 1.2% of the historical tax value of the property.

[2] Please refer to MNACT's SGX-ST Announcement dated 18 June 2021 titled "Completion of acquisition of an office property in greater Tokyo and use of proceeds".

[3] Please refer to MNACT's SGX-ST Announcement dated 25 September 2020 titled "Acquisition of 50.0% Interest In an Office Building Known As "The Pinnacle Gangnam" Located In Seoul, Korea; (B) Manager To Waive Entitlement To Performance Fees".

9. Review of Performance (continued)

a. Financial results FY21/22 vs FY20/21 (continued)

Share of profit of joint venture increased by $19.5 million compared to last year due to the share of a higher post-tax fair value gain of TPG (S$16.2 million), and effects from a full year's contribution and higher average rent at TPG which was acquired on 30 October 2020 (S$3.3 million).

Income tax expenses decreased by S$4.9 million or 13.5% to S$31.6 million for FY21/22 compared to last year, mainly due to deferred tax credit arising from the fair value loss on investment properties offset by the higher tax provided on the final settlement of the insurance proceeds.

After taking into account the distribution adjustments, the distributable income to Unitholders for FY21/22 increased by 13.8% to S$239.2 million and the distribution per unit increased by 10.4%, from 6.175 cents per unit to 6.819 cents per unit, compared to last year.

b. Financial results 2H FY21/22 vs 2H FY20/21

Gross revenue increased by S$9.9 million or 4.9% to S$211.2 million for 2H FY21/22 compared to the corresponding period last year. The increase in revenue was due to:

		S$ million
(i)	contribution from HPB which was acquired on 18 June 2021[1] ;	10.3
(ii)	lower rent reliefs granted to tenants at Festival Walk; offset by the lower revenue due to lower average rental rates in 2H FY21/22 as compared to 2H FY20/21; offset by	0.6
(iii)	lower average rates of HKD and JPY against SGD; offset by stronger RMB against SGD and others	(1.0)
Net		**9.9**

For 2H FY21/22, Festival Walk, Gateway Plaza, Sandhill Plaza and the Japan Properties contributed 46.3%, 20.0%, 6.6% and 27.1% (2H FY20/21 48.3%, 20.0%, 6.6% and 25.1%) of the portfolio gross revenue respectively.

Property operating expenses increased by S$2.2 million or 4.4% to S$51.2 million for 2H FY21/22 compared to the corresponding period last year. The increase in property operating expenses was mainly due to operating expenses of HPB which was acquired on 18 June 2021[1].

Accordingly, net property income for 2H FY21/22 increased by S$7.8 million or 5.1% to S$160.1 million, compared to the corresponding period last year.

Other non-operating income of S$12.4 million in 2H FY21/22 relates to the final payments by the insurers[2], in connection with the insurance claims for property damage and revenue loss due to business interruption at Festival Walk.

[1] Please refer to MNACT's SGX-ST Announcement dated 18 June 2021 titled "Completion of acquisition of an office property in greater Tokyo and use of proceeds".

[2] Please refer to MNACT's SGX-ST Announcements dated 17 June 2020, 9 July 2020, 14 October 2020 and 24 November 2021 titled "Update on Festival Walk insurance claim".

9. Review of Performance (continued)

b. Financial results 2H FY21/22 vs 2H FY20/21 (continued)

Net foreign exchange gains of S$0.9 million for 2H FY21/22 (2H FY20/21: S$1.4 million) was due to:

(i) net realised exchange losses of S$0.2 million (2H FY20/21: gains of S$1.7 million) from the settlement of foreign currency contracts to hedge HKD, RMB and JPY distributable income; and

(ii) exchange gains of S$1.1 million (2H FY20/21: losses of S$0.3 million) mainly due to exchange differences in relation to partial settlement of inter-company loans, which is mainly capital in nature and not distributable.

Net gain in fair value of financial derivatives of S$2.4 million relates to the mark-to-market movement of currency forward contracts to hedge currency exposures of future HKD, RMB and JPY distributable income.

Finance costs fell by S$0.8 million compared to the corresponding period last year. The major variances are as follows:

	S$ million
(i) proactive capital management that reduced the net interest costs with refinanced borrowings and lower interest rates on floating debt;	1.7
(ii) lower average rate of JPY against SGD offset by stronger HKD and RMB rate against SGD, offset by	0.8
(iii) additional borrowings undertaken to partially fund the acquisitions of HPB on 18 June 2021 and The Pinnacle Gangnam on 30 October 2020	(1.7)
Net	**0.8**

Share of profit of joint venture increased by $17.1 million compared to corresponding period last year due to share of higher post tax fair value gain of TPG (S$16.2 million) and higher average rent at TPG (S$0.3 million).

Income tax expenses decreased by S$6.8 million or 36.5% to S$11.8 million for 2H FY21/22 compared to the corresponding period last year, mainly due to deferred tax credit arising from the fair value loss on investment properties offset by the higher profit before tax for the period.

After taking into account the distribution adjustments, the distributable income to Unitholders for 2H FY21/22 increased by 5.6% to S$119.7 million and the distribution per unit increased by 2.8%, from 3.299 cents per unit to 3.393 cents per unit, compared to the corresponding period last year.

c. Financial position as of 31 March 2022 vs 31 March 2021

Total assets of S$8,456.1 million as of 31 March 2022 was S$367.4 million higher compared to 31 March 2021, due to:

(i) Increase in investment properties by S$322.0 million, from :

	S$ million
(a) acquisition of HPB	486.5
(b) additions to the investment properties (including unamortised lease incentive), of which S$25.4 million related to the additions at Festival Walk;	43.8
(c) net translation gain from the stronger HKD and RMB offset by;	7.1
(d) fair value loss	(215.4)
Net	**322.0**

9. Review of Performance (continued)

c. Financial position as of 31 March 2022 vs 31 March 2021 (continued)

(ii) decrease of $5.3 million in trade and other receivables due to improved collections from tenants and lower accrued revenue.

(iii) decrease of S$4.9 million in cash and bank balances due to the decrease in cash and cash equivalent of S$5.9 million as shown in the Statement of Cash Flows (refer to Paragraph 1.3) and net increase of S$1.0 million from the higher restricted cash for Japan Properties and the effect of currency translation;

(iv) net increase of S$55.6 million in the following assets:

- increase in investment in joint venture (S$6.8 million) due to the following:

	S$ million
MNACT's share of TPG's FY21/22 profits	23.0
Offset by	
Translation loss in TPG as a result of the weaker KRW against SGD;	(9.0)
Dividends received/receivable	(7.2)
Net	6.8

and

- increase in financial derivative and other assets (S$48.8million) mainly due to movement in fair value of financial derivatives.

Group total liabilities amounted to S$3,851.3 million as of 31 March 2022, S$147.7 million higher compared to 31 March 2022 due to the following:

(i) increase in borrowings of S$146.7 million, from

	S$ million
(a) additional borrowings to fund the acquisition of HPB ;offset by	270.7
(b) net translation loss arising from the stronger HKD and RMB offset by weaker JPY	(39.0)
(c) net repayment of borrowings and movements of unamortised financing costs	(85.0)
Net	**146.7**

At 31 March 2022, MNACT Group had net current liabilities of S$363.1 million (31 March 2021: S$94.2 million) which is mainly due to borrowings maturing by March 2023. Based on the Group's existing financial resources and facilities, the Group will be able to refinance the borrowings and meet its current obligations as and when they fall due.

(ii) increase in current and deferred taxes of S$17.3 million mainly due to the higher current year taxes; offset by

(iii) net decrease of S$16.3 million in the following liabilities:

	S$ million
(a) decrease in financial derivatives and other liabilities mainly due to movement in fair value of financial derivatives; offset by	21.6
(b) increase in trade and other payables mainly due to the increase of accrual and payables (for property tax, repair and maintenance)	(5.3)
Net	**16.3**

Accordingly, net assets attributable to Unitholders (excluding perpetual securities holders of S$248.5 million and non-controlling interests of S$12.4 million) is S$4,344.0 million as of 31 March 2022, as shown in the Statement of Movement in Unitholders' Funds (refer to Paragraph 1(d)(i)).

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10. Variance from Previous Forecast / Prospect Statement

MNACT has not provided any forecast to the market.

11. Commentary on the competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting and the next 12 months

Global market volatility is expected to remain elevated due to ongoing geopolitical conflicts particularly the Ukraine crisis, the spread of Omicron or new virus variants, supply chain disruptions, increase in energy and commodity prices and rising interest rates. These factors have resulted in cost increases for businesses and consumers. Consequently, such increases will affect business and consumer spending.

The widespread vaccination rollout and any further easing of pandemic and air travel restrictions are expected to pave the way for the reopening of borders and bolster recovery in the markets that MNACT operates in. The pace of recovery will be affected by the factors mentioned above which will dampen business and consumer spending.

Festival Walk, Hong Kong SAR

In Hong Kong SAR[1], while the pandemic will continue to weigh on the retail sector in 2022, especially in the first half of the year, market sentiments and retail rents are expected to gradually improve. The pace of recovery will be dependent on the stabilisation of the COVID-19 situation, the easing of social distancing and air travel restrictions and the reopening of the border with China.

The ongoing priority is to maintain a high occupancy while continuing to strengthen Festival Walk mall's positioning as the preferred social gathering venue for families and friends. To attract more shoppers and boost sales as well as cater to evolving consumer preferences, we will continue to pivot to resilient trades such as F&B, services, lifestyle and activity based concepts, and to roll out exciting marketing and promotional events in conjunction with the disbursement of the new rounds of electronic consumption vouchers[2] by the authorities. We remain committed to support our retail tenants with rental reliefs where necessary to help them to ride through this difficult period and to enable high occupancy.

China, Japan and South Korea Properties

Rents for Beijing[3] office districts, such as Lufthansa, where Gateway Plaza is located and which are nearer to the central business district area, are expected to remain stable in the near-term and will likely rise in late 2022 or early 2023. For Gateway Plaza, its occupancy rate is expected to remain high, with our active marketing and leasing of office space. In the second half of FY21/22, Gateway Plaza has attracted new tenants from the environmental consulting and waste recycling sectors. In line with Beijing's opening up of the services industry, tenants from these business services segments, in addition to the technology, media and telecommunications, as well as financial services and media sectors, are expected to form the bulk of leasing demand at Lufthansa and benefit Gateway Plaza.

In Shanghai[4], domestic companies from sectors such as medical, technology, media and tele-communications (TMT), integrated circuits and new energy vehicles will continue to drive leasing demand in business parks in the next few years. Sandhill Plaza is expected to remain well positioned to capture this demand, and maintain its high occupancy rate.

[1] Colliers Independent Market Research Report, 30 March 2022.
[2] To boost spending, the Hong Kong SAR government announced on 23 February 2022 that eligible residents will receive electronic consumption vouchers totaling HK$10,000. The first half of HK$5,000 was disbursed on 7 April 2022.
[3] Colliers Independent Market Research Report, 30 March 2022.
[4] Colliers, Shanghai Business Park, 14 January 2022.

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11. Commentary on the competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting and the next 12 months (continued)

Amid the latest outbreak of COVID-19 infections, Shanghai city has been under lockdown starting from end March 2022. So far, there has not been any significant impact on Sandhill Plaza. We are monitoring the situation closely and will update if there is any material development.

In Tokyo[5], lower rents in the peripheral areas, outside the Tokyo central five wards, will attract occupiers who are seeking to reduce costs amid the pandemic. Rental performance in these peripheral areas are expected to remain resilient in the near term, given such demand, together with the potential demand for satellite office space for subsidiaries to ensure business continuity. The Japan Properties, which comprise mainly decentralised offices, are expected to continue to attract such demand and maintain a high level of occupancy, thus providing a stable income stream for MNACT.

For the Seoul office market[6], with limited supply, on-going demand for office spaces due to the expansion of technology and pharmaceutical companies is expected to persist for the next few years. The Pinnacle Gangnam is in a good position to benefit from the strong leasing demand from these high-growth sectors, and to deliver organic growth through the high proportion of leases with built-in rental escalation during the lease term.

[5] Colliers Independent Market Research Report, 30 March 2022.
[6] Colliers, Seoul Quarterly, 21 January 2022.

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12. Distributions

(a) Current financial period

Any distributions declared for the current financial period? Yes

Name of distribution:	22nd distribution for the period from 1 October 2021 to 31 March 2022
Distribution types:	Income / Capital
Distribution rate:	Period from 1 October 2021 to 31 March 2022 Tax-exempt income: 1.583 cents per unit Capital: 1.810 cents per unit (Being 100% of MNACT's Distributable Income for the period)
Par value of units:	Not meaningful.
Tax rate:	Not applicable.

(b) Corresponding period of the preceding financial period

Any distributions declared for the corresponding period of the immediate preceding financial period? Yes

Name of distribution:	20th distribution for the period from 1 October 2020 to 31 March 2021
Distribution types:	Income / Capital
Distribution rate:	Period from 1 October 2020 to 31 March 2021 Tax-exempt income: 1.796 cents per unit Capital: 1.503 cents per unit (Being 100% of MNACT's Distributable Income for the period)
Par value of units:	Not meaningful.
Tax rate:	Not applicable.

(c) Date payable: 19 May 2022

(d) Record date: 27 April 2022

13. If no distribution has been declared/(recommended), a statement to that effect.

Not applicable.

14. General mandate relating to Interested Person Transactions

MNACT has not obtained a general mandate from Unitholders for Interested Person Transactions other than the Exempted Agreements as disclosed in the Prospectus.

15. Confirmation pursuant to Rule 720(1) of the Listing Manual

The Manager confirms that it has procured undertakings from all its directors and executive officers in the form as set out in Appendix 7.7 under Rule 720(1) of the Listing Manual.

MAPLETREE NORTH ASIA COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE SECOND HALF YEAR FROM 1 OCTOBER 2021 TO 31 MARCH 2022 AND FINANCIAL YEAR FROM 1 APRIL 2021 TO 31 MARCH 2022 AND DISTRIBUTION ANNOUNCEMENT

16. Confirmation pursuant to Rule 704(13) of the Listing Manual

Pursuant to Rule 704(13) of the Listing Manual, the Manager confirms that there is no person occupying a managerial position in Mapletree North Asia Commercial Trust Management Ltd. who is a relative of a director, chief executive officer, substantial shareholder of the Company or substantial unitholder of MNACT.

17. In the review of performance, the factors leading to any material changes in contributions to turnover and earnings by the business or geographical segments.

There was a new addition to the geographical segments of MNACT Group's following the acquisition of HPB as part of Japan Properties during the year. Retail (by business segment) and Hong Kong SAR (by geographical segment) remain the largest contributor to MNACT Group's gross revenue and net property income.

18. Breakdown of Revenue and Profit after tax (MNACT Group)

	FY21/22 (S$'000)	FY20/21 (S$'000)	Variance (%)
1 April to 30 September ("First Half Year")			
Gross revenue	215,441	190,099	13.3
Profit/(loss) after income tax before distribution	98,601	(190,511)	NM
1 October to 31 March ("Second Half Year")			
Gross revenue	211,235	201,316	4.9
Loss after income tax before distribution	(76,600)	(74,051)	(3.4)

19. Breakdown of Total Distributions

	FY21/22 (S$'000)	FY20/21 (S$'000)
In respect of period:		
1 October 2021 to 31 March 2022[1]	119,686	-
1 April 2021 to 30 September 2021	119,533	-
1 October 2020 to 31 March 2021	-	113,318
1 April 2020 to 30 September 2020	-	96,832
Total distribution to Unitholders	**239,219**	**210,150**

Footnote:

[1] Distribution was approved by the Board on 19 April 2022 and will be paid on 19 May 2022. Distribution is computed based on 3.393 cents multiplied by the actual number of units as at 31 March 2022.

20. Additional information required pursuant to Rule 706A of the listing Manual

Acquisition of HPB

On 18 June 2021, MNACT completed the acquisition of an effective interest of 98.47% in a freehold single tenanted office building known as "Hewlett-Packard Japan Headquarters" for a total acquisition cost of S$483.4 million.

Please refer to the announcements dated 18 June 2021 for more information.

MAPLETREE NORTH ASIA COMMERCIAL TRUST UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE SECOND HALF YEAR FROM 1 OCTOBER 2021 TO 31 MARCH 2022 AND FINANCIAL YEAR FROM 1 APRIL 2021 TO 31 MARCH 2022 AND DISTRIBUTION ANNOUNCEMENT

21. Confirmation the Board

The Board of Directors of the Manager has confirmed that, to the best of their knowledge, nothing has come to their attention which may render these interim financial results to be false or misleading in any material aspect.

The directors of the Manager (including those who may have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed in this announcement which relate to MNACT and/or the Manager are fair and accurate and that there are no other material facts not contained in this announcement the omission of which would make any statement in this announcement misleading. The directors of the Manager jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the directors of the Manager has been to ensure through reasonable enquiries that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this announcement.

This release may contain forward-looking statements that involve risks and uncertainties. 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 other companies and venues for the sale/ distribution of goods and services, shifts in customer demands, customers and partners, changes in operating expenses, including employees' 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. You are cautioned not to place undue reliance on these forward looking statements, which are based on current view of management of future events.

By Order of the Board
Wan Kwong Weng
Joint Company Secretary
Mapletree North Asia Commercial Trust Management Ltd.
(Company Registration No. 201229323R)
As Manager of Mapletree North Asia Commercial Trust

19 April 2022

Deloitte.

Deloitte & Touche
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Letter from the Independent Financial Adviser ("IFA")
in respect of the Interim Financial Information

19 April 2022

The Board of Directors
Mapletree North Asia Commercial Trust Management Ltd.
(as manager of Mapletree North Asia Commercial Trust ("**MNACT**"), the "**MNACT Manager**"))
10 Pasir Panjang Road #13-01
Mapletree Business City
Singapore 117438

DBS Trustee Limited
(as trustee of MNACT)
12 Marina Boulevard
Level 44
DBS Asia Central @ Marina Bay
Financial Centre Tower 3
Singapore 018982

Attention: The Board of Directors

Dear Sir / Madam

Letter from the IFA in respect of the Interim Financial Information (as defined herein)

On 19 April 2022, the Board of Directors of the MNACT Manager (the "**Board of Directors**") announced the unaudited condensed interim consolidated financial statement of MNACT and its subsidiaries (collectively, the "**Group**") for the second half year and financial year ended 31 March 2022 (the "**Interim Financial Information**") on the Singapore Exchange Securities Trading Limited (the "**SGX-ST**").

We have examined the Interim Financial Information and have discussed the same with the MNACT Manager who are responsible for the preparation of the Interim Financial Information. We have also considered the report on review of Interim Financial Information dated 19 April 2022 issued by PricewaterhouseCoopers LLP, being the external independent auditors of the Group, relating to their review of the Interim Financial Information.

For the purpose of this letter, we have relied on and assumed the accuracy and completeness of all information provided to, or discussed with, us by the management of the MNACT Manager. We have not assumed any responsibility for independently verifying the accuracy and completeness of such information or undertaken any independent evaluation or appraisal of any of the assets or liabilities of the Group. Save as provided in this letter, we do not express any opinion on the Interim Financial Information. The Board of Directors remain solely responsible for the Interim Financial Information.

Based on the above, we are of the opinion that the Interim Financial Information have been prepared by the MNACT Manager after due and careful enquiry.

Deloitte.

This letter is provided to the Board of Directors solely for the purpose of complying with Rule 25 of the Singapore Code on Take-overs and Mergers and not for any other purpose.

We do not accept responsibility for any person(s), other than the Board of Directors, in respect of, arising out of, or in connection with this letter.

Yours faithfully
Deloitte & Touche Corporate Finance Pte Ltd



Koh Soon Bee
Executive Director



Mapletree North Asia Commercial Trust Management Ltd (the "Manager")
(as Manager of Mapletree North Asia Commercial Trust)
10 Pasir Panjang Road
#13-01 Mapletree Business City
Singapore 117438

DBS Trustee Limited
(as Trustee of Mapletree North Asia Commercial Trust)
12 Marina Boulevard Level 44
DBS Asia Central @ Marina Bay Financial Centre Tower 3
Singapore 018982

Our Ref: ASR GA1 /02531458-A905/Project Mac/AT/RT
(When Replying Please Quote Our Reference)

REPORT ON REVIEW OF INTERIM FINANCIAL INFORMATION OF MAPLETREE NORTH ASIA COMMERCIAL TRUST AND ITS SUBSIDIARIES

Dear Sirs

Introduction

We have reviewed the accompanying condensed interim consolidated financial statements of Mapletree North Asia Commercial Trust (the "Trust") and its subsidiaries ("the Group"), which comprise the interim statements of financial position of the Trust and the Group as at 31 March 2022, and the consolidated interim statement of profit or loss, the consolidated interim statement of comprehensive income, the distribution statement and the consolidated interim statement of cash flows of the Group, and the statements of movements in unitholders' funds of the Trust and the Group for the second half year and financial year then ended, and notes, comprising significant accounting policies and other explanatory notes (the "interim financial information"). The Manager is responsible for the preparation and presentation of this condensed consolidated interim financial information in accordance with Singapore Financial Reporting Standard (International) 1-34 Interim Financial Reporting. Our responsibility is to express a conclusion on this interim financial information based on our review.

Scope of Review

We conducted our review in accordance with Singapore Standard on Review Engagements 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Singapore Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

pwc

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim financial information is not prepared, in all material respects, in accordance with Singapore Financial Reporting Standard (International) 1-34 Interim Financial Reporting.

Other matter

The comparative information for the statements of financial position of the Trust and the Group, the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the distribution statement and the consolidated statement of cash flows of the Group, the statements of movements in unitholders' funds of the Trust and the Group, and other explanatory notes for the financial year ended 31 March 2021 is based on the audited financial statements for the financial year ended 31 March 2021. The comparative information for the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the distribution statement and the consolidated statement of cash flows of the Group, the statements of movements in unitholders' funds of the Trust and the Group, and other explanatory notes for the second half year ended 31 March 2021 has not been audited or reviewed.

Restriction on Distribution and Use

This report is provided on the basis that it is solely for the information of the directors of Mapletree North Asia Commercial Trust Management Ltd (as manager of the Trust) to enable the Manager to fulfil their responsibilities under Rule 25 of the Singapore Code on Take-overs and Mergers. Our report is included in the Trust's announcement dated 19 April 2022 on its interim financial information for information of its unitholders. We do not assume responsibility to anyone other than the Trust for our work, for our report, or for the conclusion we have reached in our report.

PricewaterhouseCoopers LLP
Public Accountants and Chartered Accountants
Singapore, 19 April 2022

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Independent auditors' report

DBS Trustee Limited
(as trustee of Mapletree North Asia Commercial Trust)

The Board of Directors
Mapletree North Asia Commercial Trust Management Ltd
(as Manager of Mapletree North Asia Commercial Trust)

Opinion

We have audited the statement of investment properties of Mapletree Commercial Trust ("MCT") and its subsidiaries (collectively, the "MCT Group") as at 31 March 2022 and the notes to the statement, including a summary of significant accounting policies (together, the "Statement") on pages H-5 to H-8.

In our opinion, the accompanying Statement is prepared, in all material respects, in accordance with the basis of accounting described in Note 2 to the Statement.

Basis for opinion

We conducted our audit in accordance with Singapore Standards on Auditing (SSAs). Our responsibilities under those standards are further described in the '*Auditors' responsibilities for the audit of the Statement*' section of our report. We are independent of the MCT Group in accordance with the Accounting and Corporate Regulatory Authority *Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities* (ACRA Code) together with the ethical requirements that are relevant to our audit of the Statement in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of matter – basis of accounting and restriction on distribution and use

We draw attention to Note 2 to the Statement, which describes the basis of accounting. Our report is provided in accordance with the terms of our engagement. Our work was undertaken so that we might report to you on those matters as stated in Note 1 of the Statement and for no other purpose. Our report has been prepared for inclusion in the scheme document dated 29 April 2022 of Mapletree North Asia Commercial Trust ("MNACT") to its unitholders in relation to the proposed merger of MNACT and MCT by way of a trust scheme of arrangement and is not intended for any other purpose. Our opinion is not modified in respect of this matter.

KPMG LLP (Registration No. T08LL1267L), an accounting limited liability partnership registered in Singapore under the Limited Liability Partnerships Act 2005 and a member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Statement. These matters were addressed in the context of our audit of the Statement as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Valuation of investment properties
(Refer to Note 4 to the Statement)

Key audit matter

As at 31 March 2022, the carrying amount of the investment properties of the MCT Group was $8,821 million. The investment properties were stated at their fair values based on desktop valuations performed by the independent external valuers engaged by Mapletree Commercial Trust Management Ltd. (the "MCT Manager").

The valuation of investment properties involves significant judgement in determining the valuation methologies to be used and estimating the assumptions to be applied. These valuations are sensitive to the key assumptions made and a change in assumptions may have a significant impact to the valuation.

The valuers of the investment properties have highlighted in their valuation reports that with the continuing uncertainty resulting from the Coronavirus Disease 2019 pandemic, a higher degree of caution should be exercised when relying on the valuations. The valuations were based on the information available as at the date of valuation. Values and incomes may change more rapidly and significantly than during normal market conditions.

Our response

We assessed the MCT Group's process for appointing independent external valuers, the determination of their scope of work and the review and acceptance of the valuations reported by the external valuers.

We evaluated the independence, objectivity and competence of the valuers and read their terms of engagement and valuation reports to ascertain whether there are matters that might have affected the scope of their work and their objectivity.

We considered the valuation methodologies adopted by the valuers against those applied for similar property types. We assessed the reasonableness of the key assumptions (capitalisation rates and discount rates) used in the valuations which included a comparison to the assumptions against available industry data, taking into consideration comparability and other factors.

We assessed the integrity of the key inputs, namely the net operating income, applied to derive the projected cash flows used in the valuations to supporting information such as contractual terms of the leases and available market data. We also held discussions with the valuers to understand how they have considered the implications of Coronavirus Disease 2019 and market uncertainty in the valuations.

We considered the adequacy of the disclosures in the Statement relating to the inherent degree of subjectivity and uncertainty in the key assumptions applied in the valuations.

Our findings

The MCT Group has a process for the appointment and determination of the scope of work of valuers and in reviewing and accepting the independent valuations. The valuers are members of recognised professional bodies for valuers and have considered their own independence in carrying out their work.

The valuation methodologies used by the valuers were in line with generally accepted market practices. The key assumptions (capitalisation rates and discount rates) used in the valuations, were generally comparable to the market data available at the date of valuation. The projected cash flows were supported by lease agreements and/or available market data.

The key assumptions, including the risks of estimation uncertainty, are appropriately disclosed in the Statement.

Responsibilities of the MCT Manager for the Statement

The MCT Manager is responsible for the preparation of the Statement in accordance with the basis of accounting stated in Note 2 to the Statement; and for such internal controls as the MCT Manager determines is necessary to enable the preparation of the Statement that is free from material misstatement, whether due to fraud or error.

The MCT Manager is responsible for overseeing the MCT Group's financial reporting process.

Auditors' responsibilities for the audit of the Statement

Our objectives are to obtain reasonable assurance about whether the Statement as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this Statement.

As part of an audit in accordance with SSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.

- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the MCT Group's internal controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the MCT Manager.

We communicate with the MCT Manager regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal controls that we identify during our audit.

We also provide the MCT Manager with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the MCT Manager, we determine those matters that were of most significance in the audit of the Statement and are therefore the key audit matters. We describe these matters in our auditors' report unless the law or regulations preclude public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditors' report is Lo Mun Wai.

KPMG LLP
Public Accountants and
Chartered Accountants

Singapore
29 April 2022

Mapletree Commercial Trust and its subsidiaries
Statement of investment properties as at 31 March 2022

	Note	As at 31 March 2022 $'million
Investment properties	4	8,821

Mapletree Commercial Trust and its subsidiaries
Statement of Investment Properties
As at 31 March 2022

Notes to the Statement

1 Purpose of Statement

1.1 Purpose of Statement

The Statement is prepared for the purpose of giving additional comfort to the unitholders of Mapletree North Asia Commercial Trust that the carrying value of the properties of Mapletree Commercial Trust ("MCT") and its subsidiaries (collectively, the "MCT Group") as at 31 March 2022 was presented, in all material respects, in accordance with the Basis of Accounting as set out in Note 2 and that, accordingly, the properties held by the MCT Group were stated at fair values.

The Statement is prepared by Mapletree Commercial Trust Management Ltd., as manager of MCT (the "MCT Manager").

2 Basis of accounting

2.1 Statement of compliance

The Statement is prepared in accordance with Note 2.2.

2.2 Basis of preparation

The Statement, which was extracted from the books and records of the MCT Group, has been prepared based on the significant accounting policies set out in Note 3.

The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the Statement are disclosed in Note 2.4.

2.3 Functional and presentation currency

The Statement is presented in Singapore Dollars ("$"), which is the functional currency of MCT. All financial information presented is rounded to the nearest million ($'million), except where otherwise indicated.

2.4 Significant accounting judgements and estimates

The preparation of the Statement requires the MCT Manager to exercise its judgement, and make estimates and assumptions that affect the application of accounting policies and the reported carrying amount of the investment properties. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

The area involving a higher degree of judgement, where estimates and assumptions are significant to the Statement is disclosed in Note 4 – Investment properties. Those assumptions and estimates were used by the independent valuers in arriving at their valuations.

3 Significant accounting policies

3.1 Investment properties

Investment properties for the MCT Group are held for long-term rental yields and/or for capital appreciation.

Investment properties are accounted for as non-current assets and are initially recognised at cost and subsequently carried at fair value. The Trust Deed of MCT requires the investment properties to be valued by independent registered valuers at least once a year in accordance with the CIS Code. Changes in fair value are recognised in profit or loss.

Investment properties are subject to renovations or improvements from time to time. The costs of major renovations and improvements are capitalised while the carrying amounts of replaced components are recognised in profit or loss. The costs of maintenance, repairs and minor improvements are recognised in profit or loss when incurred.

On disposal of an investment property, the difference between the net disposal proceeds and the carrying amount is taken to profit or loss.

If an investment property becomes substantially owner-occupied, it is reclassified as property, plant and equipment, and its fair value at the date of reclassification becomes its cost for accounting purposes.

For taxation purposes, MCT may claim capital allowances on assets that qualify as plant and machinery under the Income Tax Act.

4 Investment properties

	As at 31 March 2022 $'million
Investment properties	8,821

Investment properties are stated at fair value based on desktop valuations performed by independent professional valuers. In determining the fair value of the investment properties, the valuers have used valuation methods which involved certain estimates.

Investment properties are leased to both related and non-related parties under operating leases.

Fair value hierarchy

The table below presents the investment properties at fair value and classified by level of fair value measurement hierarchy:

- *Level 1* : quoted prices (unadjusted) in active markets for identical assets or liabilities.

- *Level 2* : inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

- *Level 3* : inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair value of the MCT Group's investment properties are classified under Level 3 of the fair value measurement hierachy.

Valuation techniques used to derive Level 3 fair values

Level 3 fair values of the MCT Group's investment properties have been derived using the income capitalisation method and discounted cash flow method.

The fair values are generally derived using the following methods:

- Income capitalisation – Properties are valued by capitalising the net property income at an appropriate rate of return to arrive at the market value. The net income of the properties is the estimated current rate and potential future income from existing vacancies after deducting all necessary outgoings and expenses. The adopted yield reflects the nature, location, tenure, tenancy profile of the properties, together with the prevailing property market condition.

- Discounted cash flow – Properties are valued by discounting the future net cash flows of the properties over a period to arrive at a present value.

The MCT Manager is of the view that the valuation methods and estimates adopted and considered by the professional valuers are reflective of the current market conditions.

The independent valuers have highlighted in their reports that with the continuing uncertainty resulting from the Coronavirus Disease 2019 pandemic, a higher degree of caution should be exercised when relying upon the valuations. The valuations were based on the information available as at the date of valuation. Values and incomes may change more rapidly and significantly than during normal market conditions.

The following table presents the valuation techniques and key inputs that were used to determine the fair value of the investment properties categorised under Level 3 of the fair value hierarchy:

Description	**Valuation techniques**	**Key unobservable inputs**	**Range of unobservable inputs**
Properties for leasing	Income capitalisation	Capitalisation rate	3.35% - 4.85%
	Discounted cash flow	Discount rate	6.50% - 7.25%

Relationship of key unobservable inputs to fair value:
- The higher the capitalisation rate, the lower the fair value.
- The higher the discount rate, the lower the fair value.

There were no significant inter-relationships between unobservable inputs.

Summary Property Valuation Report

Knight Frank Petty Limited
4th Floor, Shui On Centre
6-8 Harbour Road
Wan Chai, Hong Kong

KF ref: GV/JI/RC/AK/ck/24279/2

3 March 2022

Mapletree North Asia Commercial Trust Management Ltd. (as Manager of Mapletree North Asia Commercial Trust)
10 Pasir Panjang Road
#13-01, Mapletree Business City,
Singapore 117438

DBS Trustee Limited (in its capacity as Trustee of Mapletree North Asia Commercial Trust)
12 Marina Boulevard
Level 44, DBS Asia Central, MBFC Tower 3
Singapore 018982

Dear Sirs

SUMMARY LETTER IN RELATION TO THE PROPOSED MERGER OF MAPLETREE COMMERCIAL TRUST AND MAPLETREE NORTH ASIA COMMERCIAL TRUST BY WAY OF A TRUST SCHEME OF ARRANGEMENT

Valuation of

(1) Festival Walk, No 80 Tat Chee Avenue, Kowloon, Hong Kong
(2) Gateway Plaza, No 18 Xiaguangli, East 3rd Ring Road North, Chaoyang District, Beijing, The People's Republic of China
(3) Sandhill Plaza, No. 2290 Zuchongzhi Road, Zhangjiang Science City, Pudong New Area, Shanghai, The People's Republic of China
(the "Properties")

In accordance with the instructions from Mapletree North Asia Commercial Trust Management Ltd. (as Manager of Mapletree North Asia Commercial Trust) (the "Manager") and DBS Trustee Limited (in its capacity as Trustee of Mapletree North Asia Commercial Trust) (the "Trustee") to value the Properties owned by Mapletree North Asia Commercial Trust (the "REIT"), we confirm that we have made relevant

enquiries and carried out searches and obtained such further information as we consider necessary for the purpose of providing you with our opinion of the market value of the Properties in existing state as at 31 October 2021 (the "Valuation Date") for purposes of corporate and financial reporting, and the proposed merger of Mapletree Commercial Trust and Mapletree North Asia Commercial Trust. Our valuation is undertaken by qualified valuers with relevant experiences as an independent valuer.

We confirm that the valuers have licence(s) issued by relevant authorities to perform property valuation in Hong Kong and the People's Republic of China (the "PRC"). We confirm that the valuers have at least five years of experience in valuing real properties in a similar industry and area as the real property in which the valuation is to be conducted. We and the valuers are independent of Mapletree North Asia Commercial Trust. We confirm that the valuers have not been found to be in breach of any rule or law relevant to real property valuation and are not (i) denied or disqualified from membership of or licensing from; (ii) subject to any sanction imposed by; (iii) the subject of any disciplinary proceedings by; or (iv) the subject of any investigation which might lead to disciplinary action by, any professional body or authority relevant to real property valuation.

Our valuation is prepared in unbiased and professional manner.

Comprehensive valuation reports of the Properties have been prepared and they are to be vested with Mapletree North Asia Commercial Trust and Mapletree North Asia Commercial Trust Management Ltd. (as Manager of Mapletree North Asia Commercial Trust).

Valuation Standards

In arriving at our opinion of a market value, we followed International Valuation Standards issued by the International Valuation Standards Council, The RICS Valuation – Global Standards 2020 issued by the Royal Institution of Chartered Surveyors ("RICS"). Under the said standards, market value is defined as:

"the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion."

Our valuation complies with the requirements set out in International Valuation Standards issued by the International Valuation Standards Council, The RICS Valuation – Global Standards 2020 issued by RICS. In addition, this summary property valuation report has been prepared in accordance with the SISV Practice Guide (1/2018) issued by Singapore Institute of Surveyors and Valuers ("SISV"), Practice Note 2.4 and relevant provisions of SGX Mainboard Rules issued by Singapore Exchange ("SGX").

Our valuation is based on 100% of the leasehold interest of the Properties.

Valuation Methodology

In forming our opinion of market value of the Properties owned by the REIT, we have adopted Income Approach - Discounted Cash Flow ("DCF") analysis, Income Approach – Term and Reversion and Market Approach, where appropriate.

Income Approach - DCF Analysis

Income Approach - DCF analysis is a financial modelling technique based on explicit assumptions regarding the prospective cash flow to operating real properties. This analysis involves the projection of a series of periodic cash flows to an operating property. To this projected cash flow series, an appropriate discount rate is applied to establish an indication of the present value of the income stream associated with the Property. In the case of operating real properties, periodic cash flow is typically estimated as gross income less vacancy and operating expenses and other outgoings. The series of periodic net operating incomes, along with an estimate of the reversionary or terminal value, anticipated at the end of the projection period, is then discounted at the discount rate, being a cost of capital or a rate of return used to convert a monetary sum, payable or receivable in the future, into present value.

We have undertaken the DCF analysis on a yearly basis over a 10-year investment horizon. The net income in the year 11 is capitalised at an appropriate yield. This analysis allows an investor or owner to make an assessment of the long-term return that is likely to be derived from a property with a combination of both income and capital growth over the investment horizon.

Income Approach - Term and Reversion

We have also utilized Income Approach – Term and Reversion by capitalising the amount of net income receivable under the current terms of tenancies. Reference would then be made to any potential changes in rental income on reversion. Both the term and reversion are capitalised by the market capitalisation rates, which reflect the rate of investment return, alienation restrictions, effect of inflation and prospect of rental growth, if any.

Market Approach

In undertaking our valuation of the property by Market Approach, we have made reference to the recent market sales evidence which is available in the market. Appropriate adjustments have been made in our valuation to reflect the differences in the characteristics between the Property and the comparable properties such as location, size, age, condition, quality and view in arriving at our opinion of the market value.

Valuation Assumptions and Conditions

Our valuation is subject to the following risks, assumptions, conditions, disclaimers, limitations and qualifications:

Title Documents and Encumbrances

In our valuation, we have assumed a good and marketable title and that all documentation is satisfactorily drawn. We have also assumed that the Properties are not subject to any unusual or onerous covenants, restrictions, encumbrances or outgoings.

Disposal Costs and Liabilities

No allowance has been made in our report for any charges, mortgages or amounts owing on the Properties nor for any expenses or taxation which may be incurred in effecting a sale.

Source of Information

We have relied to a very considerable extent on information given by the Manager. We have accepted advice given to us on such matters as tenure, floor areas and all other relevant matters. We have not verified the correctness of any information, including their translation supplied to us concerning the Properties, whether in writing or verbally by the Manager, the Manager's representatives or by your legal or professional advisers or by any (or any apparent) occupier of the Properties or contained on the register of title. We assume that this information is complete and correct.

Inspection

The inspection of the Properties was undertaken in November 2021.

Identity of the Properties to be Valued

We have exercised reasonable care and skill to ensure that the Properties are the properties inspected by us and contained within our valuation report. If there is ambiguity as to the property address, or the extent of the property interest to be valued, this should be drawn to our attention in your instructions or immediately upon receipt of our report.

Property Insurance

We have valued the Properties on the assumption that, in all respects, it is insurable against all usual risks including terrorism, flooding and rising water table at normal, commercially acceptable premiums.

Site Boundary

We were not able to delineate the exact boundary of the Properties nor were we able to carry out detailed site measurements to verify the correctness of the site area of the Properties. Nevertheless, we have based on the site area of the Properties as obtained from the Government records or the title documents provided to us in preparing our valuation.

Areas

In our valuations, we have relied upon areas provided to us. We have also assumed that the site areas, floor areas, measurements and dimensions shown on the documents handed to us are correct and in approximations only.

Tenancies

We are provided with the tenancy schedule and have assumed the information are true and correct. We have also assumed that the tenants will continue to occupy the premises and comply with the conditions of the tenancies until the expiry of the existing tenancy terms.

Structural and Services Condition

We have not undertaken any structural surveys, tested the services or arranged for any investigations to be carried out to determine whether any deleterious materials have been used in the construction of the Properties. Our valuation has therefore been undertaken on the basis that the services, including but not limited to the drain, waterway or watercourse, water main, sewer, cable, wire and pipe and other utility services, etc. to the Properties were approved and connected and the services functioned satisfactorily.

Ground Condition

We have assumed there to be no unidentified adverse ground or soil conditions and that the load bearing qualities of the site of the Properties are sufficient to support the building constructed or to be constructed thereon; and that the services are suitable for any existing or future development. Our valuation is therefore prepared on the basis that no extraordinary expenses or delays will be incurred in this respect.

Environmental Issues

We are not environmental specialists and therefore we have not carried out any scientific investigations of sites or buildings to establish the existence or otherwise of any environmental contamination, nor have we undertaken searches of public archives to seek evidence of past activities that might identify potential for contamination. In the absence of appropriate investigations and where there is no apparent reason to suspect potential for contamination, our valuation is prepared on the assumption that the Properties are unaffected. Where contamination is suspected or confirmed, but adequate investigation has not been carried out and made available to us, then the valuation will be qualified.

Compliance with Relevant Ordinances and Regulations

We have assumed that the Properties were constructed, occupied and used in full compliance with, and without contravention of any Ordinances, statutory requirement and notices except only where otherwise stated. We have further assumed that, for any use of the Properties upon which this report is based, any and all required licences, permits, certificates, consents, approvals and authorisation have been obtained, except only where otherwise stated.

Income Support

The valuations of the Properties are done on an as-is basis and does not take into account any master leases, rental guarantee or rental support of any kind.

Limitations on Liability

In accordance with our standard practice, we must state that this valuation is for the use of the party to whom it is addressed and no responsibility is accepted to any third party for the whole or any part of its contents. We do not accept liability to any third party or for any direct or indirect consequential losses or loss of profits as a result of this valuation.

Knight Frank has prepared the valuation based on information and data available to us as at the Valuation Date. It must be recognised that the real estate market is subject to market fluctuations, while changes in policy direction and social environment could be immediate and have sweeping impact on the real estate market. It should therefore be noted that any market violation, policy and social changes or other unexpected incidents after the Valuation Date may affect the values of the Properties.

Market Conditions Explanatory Note: Novel Coronavirus ("COVID-19")

The outbreak of COVID-19, declared by the World Health Organisation as a "Global Pandemic" on the 11 March 2020, has and continues to impact many aspects of daily life and the global economy – with real estate markets having experienced lower levels of transactional activity and liquidity. Travel restrictions have been implemented by many countries and "lockdowns" applied to varying degrees. Whilst restrictions have now been lifted in some cases, local lockdowns may continue to be deployed as necessary and the emergence of significant further outbreaks is possible.

The pandemic and the measures taken to tackle COVID-19 continues to affect economies and real estate markets both locally and globally. Nevertheless, as at the valuation date some property markets have started to function again, with transaction volumes and other relevant evidence returning to levels where an adequate quantum of market evidence exists upon which to base opinions of value.

Material Valuation Uncertainty

As at the valuation date we continue to be faced with an unprecedented set of circumstances caused by COVID-19 and an absence of relevant/sufficient market evidence on which to base our judgements. Our valuation is therefore reported as being subject to 'material valuation uncertainty' as set out in VPS 3 and VPGA 10 of the RICS Valuation – Global Standards. Consequently, in respect of these valuations less certainty – and a higher degree of caution – should be attached to our valuation than would normally be the case.

For the avoidance of doubt this explanatory note, including the 'material valuation uncertainty' declaration, does not mean that the valuation cannot be relied upon. Rather, this explanatory note has been included to ensure transparency and to provide further insight as to the market context under which the valuation opinion was prepared. In recognition of the potential for market conditions to move rapidly in response to changes in the control or future spread of COVID-19 we highlight the importance of the valuation date.

Currency

Unless otherwise stated, all monetary figures in this valuation report will be Hong Kong Dollars (HK$) for the property located in Hong Kong and in Renminbi (RMB) for the properties located in the PRC.

We enclose herewith our summary property valuation report and we are of the opinion that the values of the Properties are as per the market value as stated below.

VALUATION SUMMARY– Properties in Hong Kong

No	Property Address	Tenure	Site Area (hectares)	Gross Floor Area (square feet)	Lettable Area (square feet)	Major Tenants	Occupancy	Weighted Average Lease Expiry ("WALE") by lettable area	Market Value in Existing State as at the Valuation Date of 31 October 2021 (HK$)
1	**Festival Walk** No 80 Tat Chee Avenue, Kowloon	Commencing from 30 March 1993 and has been statutorily extended until 30 June 2047.	2.066	1,208,754	801,485	Taste, Marks and Spencer, H&M, Apple, Uniqlo	100%	2.4	25,565,000,000
	Total:		**2.066**	**1,208,754**	**801,485**				**25,565,000,000**

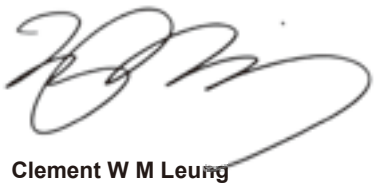
VALUATION SUMMARY– Properties in the PRC

No	Property Address	Tenure	Site Area (square metres)	Gross Floor Area (square metres)	Lettable Area (square metres)	Occupancy	Weighted Average Lease Expiry ("WALE") by lettable area	Market Value in Existing State as at the Valuation Date of 31 October 2021 (RMB)
2	**Gateway Plaza** No 18 Xiaguangli East 3rd Ring Road North, Chaoyang District, Beijing, the PRC	Approximately 31 years remaining. Land use right expiring on 25 February 2053.	17,690.24	130,488.07	106,456.35	95%	2.0	6,353,000,000
3	**Sandhill Plaza** No 2290 Zuchongzhi Road, Zhangjiang Science City, Pudong New Area, Shanghai, the PRC	Approximately 38 years remaining. Land use right expiring on 3 February 2060.	23,203.00	83,801.48	63,284.11	99%	2.1	2,427,000,000
	Total:		**40,893.24**	**214,289.55**	**169,740.46**			**8,780,000,000**

Yours faithfully
For and on behalf of
Knight Frank Petty Limited



Jennifer Ip
MRICS (No. 1230950) RICS Registered Valuer
Senior Director, Valuation & Advisory



Clement W M Leung
MFin MCIREA (No. 00108526) MRICS (No. 0840379)
MHKIS (No. 2652) RPS(GP) (No. 1523) RICS Registered Valuer
Executive Director, Head of China Valuation & Advisory

Jennifer Ip is a member of the Royal Institution of Chartered Surveyors (No. 1230950) and a Registered Valuer of the Royal Institution of Chartered Surveyors. She has over 15 years of experience in market research, valuation and consultancy in Mainland China, Hong Kong, Macao, Asia Pacific region and North America, and has at least five years of experience in valuing real properties in a similar industry and area as the real property in which the valuation is to be conducted.

Clement W M Leung is a member of the Royal Institution of Chartered Surveyors (No. 0840379), a member of the Hong Kong Institute of Surveyors (No. 2652), a Registered Professional Surveyor (General Practice) under the Surveyors Registration Ordinance (Cap. 417) in Hong Kong (No. 1523), a member of Registered Real Estate Appraiser PRC (No. 00108526), and a Registered Valuer of the Royal Institution of Chartered Surveyors. He has 29 years of experiences in property valuation and consultancy services in Asia Pacific region, including the People's Republic of China, Hong Kong, Macau, Vietnam, London, New York and San Francisco, and has been participating in various corporate valuation projects in the People's Republic of China and Hong Kong and has at least five years of experience in valuing real properties in a similar industry and area as the real property in which the valuation is to be conducted.

VALUATION CERTIFICATE

No	Property Interest	Description and tenure	Particulars of occupancy	Market Value in Existing State as at 31 October 2021
1	Festival Walk No 80 Tat Chee Avenue, Kowloon New Kowloon Inland Lot No 6181	The property is a commercial/office development with a 4-storey office tower above the 7-storey retail space erected over a 3-storey basement carpark with a site area of approximately 2.066 hectares and was completed in 1998. The property comprises a total gross floor area and lettable area of approximately 1,208,754 square feet and 801,485 square feet, respectively. Details of the lettable area of the property are listed as follows: **Use** / **Approximate lettable area (square feet)** Office 213,982 Retail 558,775 Others 28,728 **Total 801,485** The property also accommodates 830 underground car parking spaces and 98 loading and unloading spaces. New Kowloon Inland Lot No 6181 is held under Conditions of Sale No 12250 commencing from 30 March 1993, which has been statutorily extended until 30 June 2047. The total annual Government rent payable is 3% of the rateable value for the time being of the lot.	As per the tenancy schedule provided as at October 2021, the property was subject to various tenancies and licences with an occupancy rate of 100%, yielding a total monthly rental income of approximately HK$91,270,000, inclusive of other income but exclusive of rates and service charges as at the Valuation Date.	HK$25,565,000,000 (Hong Kong Dollars Twenty Five Billion Five Hundred and Sixty Five Million)

Notes:

(1) We have been instructed by Mapletree North Asia Commercial Trust Management Ltd. (as Manager of Mapletree North Asia Commercial Trust) and DBS Trustee Limited (in its capacity as Trustee of Mapletree North Asia Commercial Trust) to value the leasehold interest of the property subject to existing tenancies and occupational arrangement as at the Valuation Date for the purposes of corporate and financial reporting, and the proposed merger of Mapletree Commercial Trust and Mapletree North Asia Commercial Trust.

(2) As at the Valuation Date, the registered owners of the property are as follows:

Portion	Registered owner
Commercial Accommodation	Festival Walk (2011) Limited
Office Accommodation	
Multi-storey Car Park	
Ancillary Car Park	
Public Transport Terminus	The Financial Secretary Incorporated
Common Areas and Facilities	Festival Walk Holdings Limited

(3) The Property is situated within an area zoned as "Other Specified Uses (Commercial Uses including a Public Transport Terminus, Multi-storey Carpark, Post Office)" under the draft Shek Kip Mei Outline Zoning Plan No S/K4/30 exhibited on 20 August 2021.

(4) The major tenants of the Property include Taste, Marks and Spencer, H&M, Apple and Uniqlo. The average remaining lease term of the Property, which is represented by the weighted average lease expiry by lettable area is approximately 2.4 years.

(5) In our valuation, we have adopted the Income Approach – DCF analysis and Income Approach – Term and Reversion. The key parameters are as follows:

Income Approach - DCF analysis	Details
Terminal Capitalisation Rate (net)	3.85%
Stabilised Growth Rate	4.00%
Discount Rate	7.80%
Assessed Unit Value	HK$20,922 per square foot on gross floor area basis HK$31,554 per square foot on lettable area basis
Income Approach – Term and Reversion	**Details**
Capitalisation Rate (gross)	Retail and office: 4.15% Carpark: 4.25% Other income: 6.00%
Assessed Unit Value	HK$21,377 per square foot on gross floor area basis HK$32,240 per square foot on lettable area basis
Valuation Conclusion	
Assessed Unit Value	HK$21,150 per square foot on gross floor area basis HK$31,897 per square foot on lettable area basis

(6) The valuation is done on an as-is basis and does not take into account any master leases, rental guarantee or rental support of any kind. This valuation certificate is subject to the assumptions, disclaimers, limitations and qualifications as detailed in the summary letter of this summary property valuation report.

VALUATION CERTIFICATE

No	Property Interest	Description and tenure	Particulars of occupancy	Market Value in Existing State as at 31 October 2021
2	Gateway Plaza No 18 Xiaguangli East 3rd Ring Road North, Chaoyang District, Beijing, the PRC	The property comprises two 25-storey Grade A office towers with 3-storey retail podium plus three levels of basement for ancillary / car park purposes on a parcel of land with a site area of approximately 17,690.24 square metres and was completed in 2005. The property comprises a total gross floor area and lettable area of approximately 130,488.07 square metres and 106,456.35 square metres respectively. Details of the lettable area of the property are listed as follows: **Use** / **Approximate lettable area (square metres)** Office: 94,714.84 Retail: 11,741.51 **Total: 106,456.35** The property also accommodates 692 underground car parking spaces and 69 storage rooms. The land use rights of the property have been granted for a term expiring on 25 February 2053 for composite basement car parking use.	As per the tenancy schedule provided as at October 2021, the property was subject to various tenancies with an occupancy rate of approximately 95%, yielding a total monthly rental income of approximately RMB31,960,000, inclusive of other income but exclusive of taxes and management fees as at the Valuation Date.	RMB6,353,000,000 (Renminbi Six Billion Three Hundred and Fifty Three Million)

Notes:

(1) We have been instructed by Mapletree North Asia Commercial Trust Management Ltd. (as Manager of Mapletree North Asia Commercial Trust) and DBS Trustee Limited (in its capacity as Trustee of Mapletree North Asia Commercial Trust) to value the leasehold interest of the property subject to existing tenancies and occupational arrangement as at the Valuation Date for the purposes of corporate and financial reporting, and the proposed merger of Mapletree Commercial Trust and Mapletree North Asia Commercial Trust.

(2) Pursuant to the State-owned Land Use Rights Certificate No. Jing Chao Guo Yong (2003 Chu) Zi Di 0075 issued by Beijing Municipal Land Resources and Housing Administrative Bureau dated 14 October 2003, the land use rights of a parcel of land with a site area of approximately 17,690.24 square metres were vested in 北京佳程房地产开发有限公司 with a term expiring on 25 February 2053 for composite basement car parking use. The remaining land use rights term of the property as at the Valuation Date is approximately 31 years.

(3) Pursuant to the Building Ownership Certificate No. Jing Fang Quan Zheng Shi Chao Gang Ao Tai Zi Di 10298 issued by Beijing Municipal Commission of Development dated 6 April 2006, the building ownership of the property with a total gross floor area of approximately 130,488.07 square metres was vested in 香港佳程广场有限公司 for office use.

(4) The average remaining lease term of the property, which is represented by the weighted average lease expiry by lettable area is approximately 2.0 years.

(5) In our valuation, we have adopted the Income Approach – DCF analysis, Income Approach – Term and Reversion, and Market Approach. The key parameters are as follows:

Income Approach - DCF analysis	Details
Terminal Capitalisation Rate (net)	4.00%
Stabilised Growth Rate	3.50%
Discount Rate	7.50%
Assessed Unit Value	RMB46,364 per square metre (or RMB4,307 per square foot) on gross floor area basis RMB56,831 per square metre (or RMB5,280 per square foot) on lettable area basis
Income Approach – Term and Reversion	**Details**
Capitalisation Rate (gross)	5.50%
Assessed Unit Value	RMB49,123 per square metre (or RMB4,564 per square foot) on gross floor area basis RMB60,212 per square metre (or RMB5,594 per square foot) on lettable area basis
Market Approach	**Details**
Unit Prices of Comparable Properties	RMB56,100 – RMB64,000 per square metre on gross floor area basis
Assessed Unit Value	RMB50,579 per square metre (or RMB4,699 per square foot) on gross floor area basis RMB61,997 per square metre (or RMB5,760 per square foot) on lettable area basis
Valuation Conclusion	
Assessed Unit Value	RMB48,686 per square metre (or RMB4,523 per square foot) on gross floor area basis RMB59,677 per square metre (or RMB5,544 per square foot) on lettable area basis

(6) The valuation is done on an as-is basis and does not take into account any master leases, rental guarantee or rental support of any kind. In addition, we have prepared our valuation based on the following assumptions:

a. the Property has a proper legal title;

b. all land premium and costs of resettlement and public utilities services have been fully settled;

c. the design and construction of the Property are in compliance with the local planning regulations and have been approved by the relevant government authorities; and

d. the Property can be freely disposed of, whether as a whole or on strata-title basis, to local or overseas purchasers.

This valuation is also subject to the assumptions, disclaimers, limitations and qualifications as detailed in the summary letter of this summary property valuation report and the comprehensive valuation report of the property.

VALUATION CERTIFICATE

No	Property Interest	Description and tenure	Particulars of occupancy	Market Value in Existing State as at 31 October 2021
3	Sandhill Plaza No 2290 Zuchongzhi Road, Zhangjiang Science City, Pudong New Area, Shanghai, the PRC	The property comprises one 20-storey tower for business park use and seven 3-storey blocks erected upon a two-storey basement for ancillary retail / car parking purposes on a parcel of land with a site area of approximately 23,203.00 square metres and was completed in 2012. The property comprises a total gross floor area and lettable area of approximately 83,801.48 square metres and 63,284.11 square metres respectively. Details of the lettable area of the property are listed as follows: **Use** / **Approximate lettable area (square metres)** Business park: 61,684.20 Ancillary retail: 1,599.91 **Total: 63,284.11** The property also accommodates 460 car parking spaces. The land use rights of the property have been granted for a concurrent term commencing from 4 February 2010 and expiring on 3 February 2060 for industrial and factory uses.	As per the tenancy schedule provided as at October 2021, the property was subject to various tenancies with an occupancy rate of approximately 99%, yielding a total monthly rental income of approximately RMB10,920,000, inclusive of other income but exclusive of taxes and management fees as at the Valuation Date.	RMB2,427,000,000 (Renminbi Two Billion Four Hundred and Twenty Seven Million)

Notes:

(1) We have been instructed by Mapletree North Asia Commercial Trust Management Ltd. (as Manager of Mapletree North Asia Commercial Trust) and DBS Trustee Limited (in its capacity as Trustee of Mapletree North Asia Commercial Trust) to value the leasehold interest of the property subject to existing tenancies and occupational arrangement as at the Valuation Date for the purposes of corporate and financial reporting, and the proposed merger of Mapletree Commercial Trust and Mapletree North Asia Commercial Trust.

(2) Pursuant to eight Shanghai Certificates of Real Estate Ownership all issued by Real Estate Registration Office of Shanghai Pudong New Area dated 22 January 2014, the land use rights of the property with a site area of approximately 23,203.00 square metres and the building ownership of the property with a total gross floor area of approximately 83,801.48 square metres have been granted to 上海展想置业有限公司 for a concurrent term commencing from 4 February 2010 and expiring on 3 February 2060 for industrial and factory uses respectively. The remaining land use rights term of the property as at the Valuation Date is about 38 years.

Details of the Real Estate Title Certificates are listed as follows:

Certificate No	Block	Use	Commencement Date	Expiry Date	Date of Issuance	Approximate GFA (square metres)
No.Hu Fang Di Pu Zi (2014) Di 006053	1	Industrial / Factory	4 February 2010	3 February 2060	22 January 2014	71,868.22
No. Hu Fang Di Pu Zi (2014) Di 006061	2	Industrial / Factory	4 February 2010	3 February 2060	22 January 2014	1,640.04
No. Hu Fang Di Pu Zi (2014) Di 006058	3	Industrial / Factory	4 February 2010	3 February 2060	22 January 2014	1,638.19
No. Hu Fang Di Pu Zi (2014) Di 006056	4	Industrial / Factory	4 February 2010	3 February 2060	22 January 2014	1,774.98
No. Hu Fang Di Pu Zi (2014) Di 006054	5	Industrial / Factory	4 February 2010	3 February 2060	22 January 2014	1,099.74
No. Hu Fang Di Pu Zi (2014) Di 006065	7	Industrial / Factory	4 February 2010	3 February 2060	22 January 2014	1,581.18
No. Hu Fang Di Pu Zi (2014) Di 006048	8	Industrial / Factory	4 February 2010	3 February 2060	22 January 2014	2,141.04
No. Hu Fang Di Pu Zi (2014) Di 006051	9	Industrial / Factory	4 February 2010	3 February 2060	22 January 2014	2,058.09
Total						**83,801.48**

(3) The average remaining lease term of the property, which is represented by the weighted average lease expiry by lettable area is approximately 2.1 years.

(4) In our valuation, we have adopted the Income Approach – DCF analysis, Income Approach – Term and Reversion, and Market Approach. The key parameters are as follows:

Income Approach - DCF analysis	Details
Terminal Capitalisation Rate (net)	4.25%
Stabilised Growth Rate	5.00%
Discount Rate	9.25%
Assessed Unit Value	RMB29,116 per square metre (or RMB2,705 per square foot) on gross floor area basis RMB38,556 per square metre (or RMB3,582 per square foot) on lettable area basis
Income Approach – Term and Reversion	**Details**
Capitalisation Rate (gross)	5.00%
Assessed Unit Value	RMB29,236 per square metre (or RMB2,716 per square foot) on gross floor area basis RMB38,714 per square metre (or RMB3,597 per square foot) on lettable area basis
Market Approach	**Details**
Unit Prices of Comparable Properties	RMB32,000 – RMB41,000 per square metre on gross floor area basis
Assessed Unit Value	RMB28,520 per square metre (or RMB2,650 per square foot) on gross floor area basis RMB37,766 per square metre (or RMB3,509 per square foot) on lettable area basis
Valuation Conclusion	
Assessed Unit Value	RMB28,961 per square metre (or RMB2,691 per square foot) on gross floor area basis RMB38,351 per square metre (or RMB3,563 per square foot) on lettable area basis

(5) The valuation is done on an as-is basis and does not take into account any master leases, rental guarantee or rental support of any kind. In addition, we have prepared our valuation based on the following assumptions:

a. the Property has a proper legal title;

b. all land premium and costs of resettlement and public utilities services have been fully settled;

c. the design and construction of the Property are in compliance with the local planning regulations and have been approved by the relevant government authorities; and

d. the Property can be freely disposed of, whether as a whole or on strata-title basis, to local or overseas purchasers.

This valuation is also subject to the assumptions, disclaimers, limitations and qualifications as detailed in the summary letter of this summary property valuation report and the comprehensive valuation report of the property.

Conditions & Caveats
(These Conditions & Caveats form part of our valuation report / letter)

1. **Valuation Standards**
Our valuations are prepared in accordance with the HKIS Valuation Standards (2020) published by the Hong Kong Institute of Surveyors ("HKIS"), the RICS Valuation – Global Standards (2020) published by the Royal Institution of Chartered Surveyors ("RICS") and / or International Valuation Standards (2020) published by International Valuation Standards Council ("IVSC") which entitle us to make assumptions that may upon further investigation, for instance by your legal representative, prove to be inaccurate or untrue. Any exception is clearly stated below and / or in the report.

2. **Portfolios**
In valuing the portfolio of properties, unless specifically agreed with you otherwise, we have valued the individual properties separately.

3. **Title and Encumbrances**
We have taken reasonable care to investigate the title of the property by obtaining land search records from the Land Registry, and if not available, with reference to the title document or other document of title as provided. We have not, however, searched the original documents to verify ownership or to ascertain the existence of any amendment which does not appear on the copies handed to us. We however do not accept liability for any interpretation which we have placed on such information that is more properly the sphere of your legal advisers. We have also assumed in our valuation that the property was free from encumbrances, restrictions, title defects and outgoings of an onerous nature that could affect its value, unless stated otherwise as at the date of valuation.

   In cases where sample land searches or land searches at the Land Registries are not required, we have relied on the title information as provided and assumed that the information is correct as at the date of valuation.

4. **Disposal Costs and Liabilities**
No allowance has been made in our report for any charges, mortgages or amounts owing on any property nor for any expenses or taxation which may be incurred in effecting a sale.

5. **Sources of Information**
We have relied on the quoted source of information to a very considerable extent and have not verified the correctness of any information including their translation supplied to us concerning this property, whether in writing or verbally by yourselves, your representatives or by your legal or professional advisers or by any (or any apparent) occupier of the property or contained on the register of title. We assume that this information is complete and correct.

6. **Inspection**
Where applicable and available, we have carried out external and / or internal inspection of the property. Nevertheless, we have assumed in our valuation that the property was in satisfactory exterior and interior decorative order without any unauthorised extensions or structural alterations as at the date of valuation, unless otherwise stated.

7. **Identity of Property to be Valued**
We have exercised reasonable care and skill (but will not have an absolute obligation to you) to ensure that the property, identified by the property address in your instructions, is the property inspected by us and contained within our valuation report. If there is ambiguity as to the property address, or the extent of the property to be valued, this should be drawn to our attention in your instructions or immediately upon receipt of our report.

8. **Boundaries**
Plans accompanying this report are for identification purposes only and should not be relied upon to define boundaries, title or easements. The extent of the site is outlined in accordance with the information given to us and / or our understanding of the boundaries.

9. **Property Insurance**
We have valued the property on the assumption that, in all respects, it is insurable against all usual risks including terrorism, flooding and rising water table at normal, commercially acceptable premiums.

10. **Areas and Age**
As instructed, we have relied upon areas as available from a quoted source. Otherwise, dimensions and areas would be measured on-site or from plans and calculated in accordance with, where appropriate, the current HKIS Code of Measuring Practice and are quoted to a reasonable approximation, with reference to their source.

    We have also assumed that the site areas, floor areas, measurements and dimensions shown on the documents handed to us are correct and in approximations only. The plans in this report are included to assist the reader to visualise the property and we assume no responsibility for their accuracy.

    Where the age of the building is estimated, this is for reference only.

11. **Structural and Services Condition**
We were not instructed to undertake any structural surveys, test the services or arrange for any investigations to be carried out to determine whether any deleterious materials have been used in the construction of the property. Our valuation has therefore been undertaken on the basis that the property was in satisfactory repair and condition and contains no deleterious materials and that services function satisfactorily.

12. **Ground Condition**
We have assumed there to be no unidentified adverse ground or soil conditions and that the load bearing qualities of the sites of each property are sufficient to support the building constructed or to be constructed thereon; and that the services are suitable for any existing or future development. Our valuation is therefore prepared on the basis that no extraordinary expenses or delays will be incurred in this respect.

13. Environmental Issues
We are not environmental specialists and therefore we have not carried out any scientific investigations of sites or buildings to establish the existence or otherwise of any environmental contamination, nor have we undertaken searches of public archives to seek evidence of past activities that might identify potential for contamination. In the absence of appropriate investigations and where there is no apparent reason to suspect potential for contamination, our valuation is prepared on the assumption that the property is unaffected. Where contamination is suspected or confirmed, but adequate investigation has not been carried out and made available to us, then the valuation will be qualified.

14. Leases
Reliance must not be placed on our interpretation of leases without reference to solicitors, particularly where purchase or lending against the security of a property is involved.

15. Loan Security
Where instructed to comment on the suitability of property as a loan security we are only able to comment on any inherent property risk. Determination of the degree and adequacy of capital and income cover for loans is the responsibility of the lender having regard to the terms of the loan.

16. Build Cost Information
We do not hold ourselves out to have expertise in assessing build costs and any property valuation advice provided by us will be stated to have been arrived at reliance upon the build cost and other relevant information prepared by a suitably qualified construction cost professional supplied to us by you. In their absence, we would have to rely on the published build cost information that might present severe limitations on the accuracy. Henceforth, the reliance that can be placed upon our advice is severely restricted.

17. Comparable Evidence
Where comparable evidence information is included in our report, they are only referred to where we had reason to believe its general accuracy or where it was in accordance with expectation. In addition, we have not inspected the comparable properties.

18. Valuation Bases
Unless otherwise specifically agreed, the value advised by us shall be the market value as at the date of valuation.

We have assumed that the property valued has been constructed or to be constructed, occupied and used in full compliance with, and without contravention of any Ordinances, statutory requirements and notices, except only where otherwise stated. We have further assumed that, for any use of the property upon which the report is based, any and all required licences, permits, certificates, consents, approvals and authorisations have been obtained, except only where stated otherwise.

18.1 Market Value is defined as:
Market Value is defined within "The HKIS Valuation Standards 2020" issued by HKIS and "RICS Valuation – Global Standards 2020" issued by RICS as: -

"the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion."

"the estimated exchange price of an asset without regard to the seller's costs of sale or the buyer's costs of purchase and without adjustment
for any taxes payable by either party as a direct result of the transaction."

Market value is the most probable price reasonably obtainable in the market on the valuation date in keeping with the market value definition. It is the best price reasonably obtainable by the seller and the most advantageous price reasonably obtainable by the buyer. This estimate specifically excludes an estimated price inflated or deflated by special terms or circumstances such as a typical financing, sale and leaseback arrangements, special considerations or concessions granted by anyone associated with the sale, or any element of value available only to a specific owner or purchaser.

Valuations are, however, undertaken for a variety of purposes, including sale, purchase, letting, mortgage, rating, compulsory purchase, insurance, probate and other tax purposes. Sometimes, a basis of valuation other than "market value" will be required as, for example, when assessing for insurance purposes. However, unless agreed otherwise, our valuation figure will represent our opinion of the asset or liability's market value as defined above.

18.2 Market Rent is defined as:
The estimated amount for which an interest in real property should be leased on the valuation date between a willing lessor and willing lessee on appropriate lease terms in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion.

18.3 Value for Sale under Repossession
The action of regaining possession especially the seizure of collateral securing a loan that is in default refers to the price that might reasonably be expected to realize within a defined period of time (the period shall be agreed upon between Lender and Valuer) from the sale of a real property in the market under repossession by the lender or receiver, on an "as is" basis, taking into account the unique quality of the real property and the existence of any specific demand as well as factors which might adversely affect the marketability of the real property due to market perception of increased risk or stigma, justified or otherwise. The increased risk or stigma would include but not limiting to the need for substantial renovation or repair, the need for abortive expenses and the need for completion in a short period of time.

18.4 Building Insurance Replacement Cost
The building insurance replacement cost is defined as the estimated cost of erecting the same real property or a modern substitute real property having the same areas as the existing one at the relevant date, which includes fees, finance costs and other associated expenses directly related to the construction of the real property. Coverage for loss of rent and other disturbances are not included.

The building insurance replacement cost is to be covered by the insurance policy against losses due to structural damage caused directly by the out-break of fire and do not include any consequential loss or liabilities to third parties as a result of fire.

In estimating the building insurance cost of the Property, we have made reference to the building cost index published by a reputable quantity surveyor firm. It is recommended that a professional quantity surveyor or a firm of professional quantity surveyors in Hong Kong should be consulted in order to assess an accurate building insurance replacement cost.

19. **Limitations on Liability and Disclosure**

19.1 This report / letter is confidential to the addressee for the specific purpose to which it refers. It may be disclosed to other professional advisers assisting the addressee in respect of the purposes, but the addressed shall not disclose the report to any other person. Neither the whole, or any part of this report/ letter and valuation, nor any reference thereto may be included in any documents, circular or statement nor published in any way whatsoever whether in hard copy or electronically (including on any web site) without our written approval of the form and context in which it will appear.

19.2 In accordance with our standard practice, we must state that this report / letter and valuation is for the use of the party to whom it is addressed and no responsibility is accepted to any third party for the whole or any part of its contents. We do not accept liability to any third party or for any direct or indirect consequential losses or loss of profits as a result of this report / letter.

19.3 No claim arising out of or in connection with this agreement may be brought against any member, employee, shareholder or consultant of Knight Frank. Those individuals will not have a personal duty of care to the client or any other party and any such claim for losses must be brought against Knight Frank.

19.4 Knight Frank will not be liable in respect of any of the following:

(a) for any services outside the scope of the services agreed to be performed by Knight Frank;
(b) to any third party; or
(c) any indirect or consequential losses (such as loss of profits).

19.5 Where any loss is suffered by you for which Knight Frank and any other person are jointly and severally liable to you, the loss recoverable by you from Knight Frank shall be limited so as to be in proportion to Knight Frank's relative contribution to the overall fault.

19.6 Our maximum total liability for any direct loss or damage whether caused by our negligence or breach of contract or otherwise is limited to HKD50 million, unless otherwise stated in the valuation report. This limit applies to each and every transaction and retainer and any subsequent work that Knight Frank undertakes for you.

Conversion factors used in this report are:
1 square meter = 10.764 square feet and
1 meter = 3.2808 feet

August 2021



JLL Morii Valuation & Advisory K.K
Shimbashi i-MARK Building 3F,Shimbashi
2-6-2,Minato-ku,Tokyo

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28 December, 2021

Mapletree North Asia Commercial Trust Management Ltd. (as Manager of Mapletree North Asia Commercial Trust)
10 Pasir Panjang Road
#13-01 Mapletree Business City
Singapore 117438

DBS Trustee Limited (in its capacity as Trustee of Mapletree North Asia Commercial Trust)
12 Marina Boulevard
Level 44
DBS Asia Central @
Marina Bay Financial Centre Tower 3
Singapore 018982

Dear Sirs,

RE: Valuation of the following 9 properties in Japan (collectively, the “Properties”)

1. ABAS Shin-Yokohama, at 6-1, Shin-Yokohama 2-chome, Kohoku-ku, Yokohama-shi, Kanagawa-ken
2. Fujitsu Makuhari Building, at 9-3, Nakase 1-chome, Mihama-ku, Chiba-shi, Chiba-ken
3. Hewlett-Packard Japan Headquarters, at 116-1, Ojima 2-chome, Koto-ku,Tokyo-to
4. Higashi-Nihombashi 1-Chome Building, at 20 and 5 other tracts, Higashi-Nihombashi 1-chome, Chuo-ku, Tokyo-to
5. IXINAL Monzen-Nakacho Building, at 15-1 and 5 other tracts, Fukuzumi 2-chome, Koto-ku, Tokyo-to
6. mBAY POINT Makuhari, at 6, Nakase 1-chome, Mihama-ku, Chiba-shi, Chiba-ken
7. Omori Prime Building, at 9-4 and 9 other tracts, Minamioi 6-chome, Shinagawa-ku, Tokyo-to
8. SII Makuhari Building, at 8, Nakase 1-chome, Mihama-ku, Chiba-shi, Chiba-ken
9. TS Ikebukuro Building, at 49-4, Higashi-Ikebukuro 2-chome, Toshima-ku, Tokyo-to

In accordance with your instructions for us to value the Properties, we confirm that we have carried out inspections, made relevant enquiries and obtained such further information as we consider necessary for the purpose of providing you with our opinion of the value of the Properties as at 31 October 2021 (the "Date of Valuation").

We have provided comprehensive formal valuation report (the “Formal Report”) in accordance with the instruction and the Formal Report is vested with Mapletree North Asia Commercial Trust (“MNACT”) and Mapletree North Asia Commercial Trust Management Ltd (“MNACT Manager”). This letter has been prepared to summarize the Formal Report and to outline key factors considered in arriving at our opinion of the value, but does not contain the necessary data and support information included in the Formal Report.

Valuation Purpose

For the purposes of corporate and financial reporting, and the proposed merger of Mapletree Commercial Trust and Mapletree North Asia Commercial Trust.

Valuation Basis

The valuation is prepared taking into consideration the SISV Valuation Standards and Practice Guidelines (2018), which is in compliance with the International Valuation Standards 2017 on the definition of Market Value. Our valuation of the Properties represents its Market Value which in accordance with Japanese Real Estate Appraisal Standards issued by Ministry of Land, Infrastructure, Transportation and Tourism is defined as “the probable value that would be formed for the marketable real estate in a market that satisfies conditions associated with a rational market under actual socio-economic circumstances.”

Market Value is defined as "Market Value is the estimated amount for which an asset should exchange on the date of valuation between a willing buyer and a willing seller in an "arms-length" transaction, after proper marketing, wherein the parties had each acted knowledgeably, prudently, and without compulsion".

A market that satisfied the conditions associated with a rational market under actual socio-economic circumstances refers to a market that satisfies the conditions listed below.

(1) The market participants must be acting on their own free will, and be able to enter or leave the market as they wish. Motivated by the desire to maximize their own returns while exhibiting wise and prudent behavior, market participants will satisfy the requirements listed below:

   a. No special motivation causes them to sell off or to initiate buying.

   b. They have only access to ordinary knowledge and information, required to conduct transactions involving the subject property or in the subject property market.

   c. They have expended the labor and costs normally considered necessary to conduct transactions.

   d. They premise value on the highest and best use of the subject property.

   e. Purchasers have ordinary access to procuring funds (financing.)

(2) There must be no special curbs on transactions that restrict market participants nor any extraordinary incentives that induce participants to sell off or initiate buying.

(3) The subject property must be exposed in the market for an appropriate period of time.

Reliance Statement

We have relied to a considerable extent on the information provided by the Instruction Party and have accepted advice given to us on such matters as planning approvals, statutory notices, easements, tenure, particulars of occupancy, rental income, operating expenses, floor plans, floor areas, refurbishment costs and all other relevant matters.

Dimensions, measurements and areas included in the report are based on information contained in copies of documents provided to us and are therefore only approximations. No on-site measurements have been taken on any parts of the property.

We have not read any original documents of title or leases in general and, for the purpose of this valuation, have accepted as complete and correct details of tenure, tenancies, vacancies, floor areas, passing and pre-agreed future rentals and all other relevant information as provided.

We have not carried out building surveys, nor have we conducted internal inspection of the property, and the property has been assumed to be in good repair and condition. We cannot express an opinion about or advice upon the condition of uninspected parts and this report should not be taken as making any implied representation or statement about such parts. No tests have been carried out to any of the building services of the property.

We have not arranged for any investigation to be carried out to determine whether or not any deleterious or hazardous material has been used in the construction of the property, or has since been incorporated, and we

are therefore unable to report that the property is free from risk in this respect. For the purpose of this valuation we have assumed that such investigation would not disclose the presence of any such material to any significant extent.

We have not carried out site measurements to verify the correctness of the site area of the property and have assumed that the site area shown on the documents and official site plans handed to us are correct. Likewise, we have not carried out investigation on site to determine the suitability of the ground conditions and services for future redevelopment or development, nor have we investigated any environmental or contamination issues. Our valuation is on the basis that these aspects are satisfactory and that no extraordinary expense or delay will be incurred during the relevant redevelopment period.

Our valuation normally includes all plant and machinery that form part of the building services installations. However, process plant, machinery and equipment which may have been installed wholly in connection with the occupiers' commercial processes, together with furniture and furnishings, tenants' fixtures and fittings are excluded in our valuation.

Valuation Methodology

We have valued the Properties by the Cost Approach and the Income Approach. The Sales Comparison Approach was not applied due to lack of sufficient sales comparables.

The value under the Cost Approach is determined by deducting the necessary depreciation from the replacement cost at the date of valuation.

The value under the Income Approach is derived by calculating the total sum of the present value for the expected future net cash flow for the subject property. 2 methods, direct capitalization method and discount cash flow ("DCF") method are used to estimate value under the Income Approach.

The direct capitalization method derives a net cash flow ("NCF") of a single year, and capitalizes this with a capitalization rate to estimate value. The DCF method aggregates a NCF of each year for multiple consecutive terms and reversionary value discounted to present value depending on their timing.

In the analysis, projectable change in NCF under the DCF method has been appropriately reflected in the cash flow.

Based on above, the income approach value using the DCF method is judged to be more convincing. Therefore, we have concluded that the DCF value should be preferred and estimated the income approach value.

The subject property is a rental office building, and major prospective buyers focus on income producing capabilities of properties. Therefore, we consider the income approach value to be of primary relevance, while the cost approach value has been used as reference, and we have concluded the value of the Property as of the Date of Valuation.

Valuation Assumption Disclaimers, Limitations, and Qualifications

The contents of this letter and the attached valuation certificate, and the Market Value thereby arrived at are valid only insofar as the assumptions specified below apply.

a. Inspection of rights relationships and contractual relationships and the survey of the physical status of the Properties are undertaken on the basis of the official register and any registered maps, as well as information provided by you. We do not make any explicit or implicit guarantees with respect to such rights relationships, contractual relationships or physical status of the Properties.

b. Confirmation of the Properties is done by survey of the exterior to the extent possible by visual inspection. With respect to soil contamination, buried properties, buried cultural properties, asbestos, building interior



defects etc., it is assumed that none exists unless otherwise stated. We shall assume no responsibility in the event such presence is established in the future.

c. The Market Value of the Properties by no means guarantees the actual transaction value as at the Valuation Date or in the future.

d. We have prepared this Letter and, to the extent permitted by law, specifically disclaim liability to any person in the event of any omission from or false or misleading statement included in this Circular, other than in respect of the information provided within the aforementioned Reports and this Letter. We does not make any warranty or representation as to the accuracy of the information in any other part of this Circular other than as expressly made or given by us in this Letter.

e. We has relied upon property data supplied by Mapletree which we assume to be true and accurate. We takes no responsibility for inaccurate client supplied data and subsequent conclusions related to such data.

f. The reported analyses, opinions and conclusions are limited only by the reported assumptions and limiting conditions, and is our personal, unbiased professional analyses, opinions, and conclusions. We and the respective appraisers involved in each assignment have no present or prospective interest in the Property and have no personal interest or bias with respect to the party(ies) involved.

Summary of Valuation

Property Name	Tenure	Land area (sqm)	GFA (sqm)	NRA (sqm)	Occupancy Rate	WALE (Year)	Appraised Value (JPY)
ABAS Shin-Yokohama Building	Freehold	590.00	4,638.28	3,169.99	100.00%	1.8	2,990,000,000
Fujitsu Makuhari System Laboratory	Freehold	14,000.00	61,087.76	61,087.76	100.00%	4.4	19,500,000,000
Hewlett Packard Japan Headquarters Building	Freehold	14,311.46	42,495.94	42,495.94	100.00%	8.2	40,700,000,000
Higashi-Nihombashi 1-Chome Building	Freehold	642.14	3,239.93	2,600.87	100.00%	2.0	2,600,000,000
IXINAL Monzen-Nakacho Building	Freehold	2,787.86	8,303.40	6,851.88	100.00%	2.1	8,630,000,000
m BAY POINT Makuhari	Freehold	40,602.00	170,498.78	84,784.92	92.60%	2.0	35,500,000,000
Omori Prime Building	Freehold	1,764.29	10,441.61	6,797.52	100.00%	1.6	7,660,000,000
SII Makuhari Building	Freehold	15,507.72	70,743.54	70,743.54	100.00%	2.6	20,500,000,000
TS Ikebukuro Building	Freehold	674.44	4,897.92	4,001.64	100.00%	2.3	5,590,000,000
total							143,670,000,000

Neither the whole nor any part of this letter and valuation certificate or any reference thereto may be included in any document, circular or statement without our prior written approval of the form and context in which they will appear.

We enclose herewith our valuation.

Yours faithfully

For and on behalf of

JLL Morii Valuation & Advisory K.K.

Makoto Nagano

President and Representative Director

Yasuhiro Takebe

Deputy President & Executive Officer

Member of Japan Association of Real Estate Appraisers

MRICS Licenced Real Estate Appraiser

Valuation Summary

Property Name:	ABAS Shin-Yokohama Building
Address:	6-1, Shin-Yokohama 2-chome, Kohoku-ku, Yokohama-shi, Kanagawa-ken
Client:	Mapletree North Asia Commercial Trust Management Ltd. (as Manager of Mapletree North Asia Commercial Trust) DBS Trustee Limited (in its capacity as Trustee of Mapletree North Asia Commercial Trust)
Purpose:	For the purposes of corporate and financial reporting, and the proposed merger of Mapletree Commercial Trust and Mapletree North Asia Commercial Trust.
Basis of Valuation:	Market Value
Interest Valued:	Freehold Interest
Tenure	Freehold
Registered Owner:	Sumitomo Mitsui Trust Bank, Limited (Trustee)
Land Area:	590.00 sqm (Registered)
Zoning:	Commercial area
Brief Description:	The property, located in the Shin-Yokohama Area, was completed in 2009. The 9-storey office building with 2-story basement is leased to 14 tenants.
Occupancy:	100.0%
Gross Floor Area:	4,638.28 sqm (Registered)
Net Rentable Area:	3,169.99 sqm
Valuation Method:	Cost Approach and Income Approach Income approach applies Direct Capitalization Method and DCF Method.
Capitalisation Rate:	4.3%
Discount Rate:	4.1%
Terminal Capitalisation Rate:	4.4%
Date of Site Inspection:	19 Nov 2021
Date of Valuation:	31 Oct 2021

Valuation:

Approaches	**Weight**	**JPY**
Cost Approach	0%	2,430,000,000
Direct Capitalization Method	0%	3,050,000,000
DCF Method	100%	2,990,000,000
Appraised Value (DCF Method only)		2,990,000,000
Per GFA (per sqm)		645,000
Per NRA (per sqm)		943,000

Assumptions, Disclaimers, Limitations & QualificationsPrepared :

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Valuation Summary

Property Name:	Fujitsu Makuhari System Laboratory
Address:	9-3, Nakase 1-chome, Mihama-ku, Chiba-shi, Chiba-ken
Client:	Mapletree North Asia Commercial Trust Management Ltd. (as Manager of Mapletree North Asia Commercial Trust) DBS Trustee Limited (in its capacity as Trustee of Mapletree North Asia Commercial Trust)
Purpose:	For the purposes of corporate and financial reporting, and the proposed merger of Mapletree Commercial Trust and Mapletree North Asia Commercial Trust.
Basis of Valuation:	Market Value
Interest Valued:	Freehold Interest
Tenure	Freehold
Registered Owner:	Mizuho Trust & Banking Co.,Ltd. (Trustee)
Land Area:	14,000.00 sqm (Registered)
Zoning:	Commercial area
Brief Description:	The property, located in the Makuhari Area, was completed in 1992. The 21-storey office building is leased to an electronic devices tenant.
Occupancy:	100.0%
Gross Floor Area:	61,087.76 sqm (Registered)
Net Rentable Area:	61,087.76 sqm
Valuation Method:	Cost Approach and Income Approach Income approach applies Direct Capitalization Method and DCF Method.
Capitalisation Rate:	4.1%
Discount Rate:	3.9%
Terminal Capitalisation Rate:	4.2%
Date of Site Inspection:	24 Nov 2021
Date of Valuation:	31 Oct 2021

Valuation:

Approaches	**Weight**	**JPY**
Cost Approach	0%	12,000,000,000
Direct Capitalization Method	0%	19,800,000,000
DCF Method	100%	19,500,000,000
Appraised Value (DCF Method only)		19,500,000,000
Per GFA (per sqm)		319,000
Per NRA (per sqm)		319,000

Assumptions, Disclaimers, Limitations & QualificationsPrepared :

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Valuation Summary

Property Name:	Hewlett Packard Japan Headquarters Building
Address:	116-1, Ojima 2-chome, Koto-ku,Tokyo-to
Client:	Mapletree North Asia Commercial Trust Management Ltd. (as Manager of Mapletree North Asia Commercial Trust) DBS Trustee Limited (in its capacity as Trustee of Mapletree North Asia Commercial Trust)
Purpose:	For the purposes of corporate and financial reporting, and the proposed merger of Mapletree Commercial Trust and Mapletree North Asia Commercial Trust.
Basis of Valuation:	Market Value
Interest Valued:	Freehold Interest
Tenure	Freehold
Registered Owner:	Sumitomo Mitsui Trust Bank, Limited (Trustee)
Land Area:	14,311.46 sqm (Registered)
Zoning:	Commercial area
Brief Description:	The property, located in the Ojima Area, was completed in 2011. The 9-storey office building is leased to a computer peripherals tenant.
Occupancy:	100.0%
Gross Floor Area:	42,495.94 sqm (Registered)
Net Rentable Area:	42,495.94 sqm
Valuation Method:	Cost Approach and Income Approach Income approach applies Direct Capitalization Method and DCF Method.
Capitalisation Rate:	3.4%
Discount Rate:	3.2%
Terminal Capitalisation Rate:	3.5%
Date of Site Inspection:	14 Nov 2021
Date of Valuation:	31 Oct 2021

Valuation:

Approaches	**Weight**	**JPY**
Cost Approach	0%	39,800,000,000
Direct Capitalization Method	0%	41,500,000,000
DCF Method	100%	40,700,000,000
Appraised Value (DCF Method only)		40,700,000,000
Per GFA (per sqm)		958,000
Per NRA (per sqm)		958,000

Assumptions, Disclaimers, Limitations & QualificationsPrepared :

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Valuation Summary

Property Name:	Higashi-Nihombashi 1-Chome Building
Address:	20 and 5 other tracts, Higashi-Nihombashi 1-chome, Chuo-ku, Tokyo-to
Client:	Mapletree North Asia Commercial Trust Management Ltd. (as Manager of Mapletree North Asia Commercial Trust) DBS Trustee Limited (in its capacity as Trustee of Mapletree North Asia Commercial Trust)
Purpose:	For the purposes of corporate and financial reporting, and the proposed merger of Mapletree Commercial Trust and Mapletree North Asia Commercial Trust.
Basis of Valuation:	Market Value
Interest Valued:	Freehold Interest
Tenure	Freehold
Registered Owner:	Sumitomo Mitsui Trust Bank, Limited (Trustee)
Land Area:	642.14 sqm (Registered)
Zoning:	Commercial area
Brief Description:	The property, located in the Higashi-Nihombashi Area, was completed in 2009. The 8-storey office building is leased to 7 tenants.
Occupancy:	100.0%
Gross Floor Area:	3,239.93 sqm (Registered)
Net Rentable Area:	2,600.87 sqm
Valuation Method:	Cost Approach and Income Approach Income approach applies Direct Capitalization Method and DCF Method.
Capitalisation Rate:	3.8%
Discount Rate:	3.6%
Terminal Capitalisation Rate:	3.9%
Date of Site Inspection:	22 Nov 2021
Date of Valuation:	31 Oct 2021

Valuation:

Approaches	**Weight**	**JPY**
Cost Approach	0%	1,970,000,000
Direct Capitalization Method	0%	2,660,000,000
DCF Method	100%	2,600,000,000
Appraised Value (DCF Method only)		2,600,000,000
Per GFA (per sqm)		802,000
Per NRA (per sqm)		1,000,000

Assumptions, Disclaimers, Limitations & QualificationsPrepared :

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Valuation Summary

Property Name:	IXINAL Monzen-Nakacho Building
Address:	15-1 and 5 other tracts, Fukuzumi 2-chome, Koto-ku, Tokyo-to
Client:	Mapletree North Asia Commercial Trust Management Ltd. (as Manager of Mapletree North Asia Commercial Trust) DBS Trustee Limited (in its capacity as Trustee of Mapletree North Asia Commercial Trust)
Purpose:	For the purposes of corporate and financial reporting, and the proposed merger of Mapletree Commercial Trust and Mapletree North Asia Commercial Trust.
Basis of Valuation:	Market Value
Interest Valued:	Freehold Interest
Tenure	Freehold
Registered Owner:	Sumitomo Mitsui Trust Bank, Limited (Trustee)
Land Area:	2,787.86 sqm (Registered)
Zoning:	Commercial area
Brief Description:	The property, located in the Monzen-Nakacho Area, was completed in 2009. The 5-storey office building is leased to 9 tenants.
Occupancy:	100.0%
Gross Floor Area:	8,303.40 sqm (Registered)
Net Rentable Area:	6,851.88 sqm
Valuation Method:	Cost Approach and Income Approach Income approach applies Direct Capitalization Method and DCF Method.
Capitalisation Rate:	4.0%
Discount Rate:	3.8%
Terminal Capitalisation Rate:	4.1%
Date of Site Inspection:	22 Nov 2021
Date of Valuation:	31 Oct 2021

Valuation:

Approaches	**Weight**	**JPY**
Cost Approach	0%	5,970,000,000
Direct Capitalization Method	0%	8,790,000,000
DCF Method	100%	8,630,000,000
Appraised Value (DCF Method only)		8,630,000,000
Per GFA (per sqm)		1,040,000
Per NRA (per sqm)		1,260,000

Assumptions, Disclaimers, Limitations & QualificationsPrepared :

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Valuation Summary

Property Name:	m BAY POINT Makuhari
Address:	6, Nakase 1-chome, Mihama-ku, Chiba-shi, Chiba-ken
Client:	Mapletree North Asia Commercial Trust Management Ltd. (as Manager of Mapletree North Asia Commercial Trust) DBS Trustee Limited (in its capacity as Trustee of Mapletree North Asia Commercial Trust)
Purpose:	For the purposes of corporate and financial reporting, and the proposed merger of Mapletree Commercial Trust and Mapletree North Asia Commercial Trust.
Basis of Valuation:	Market Value
Interest Valued:	Freehold Interest
Tenure	Freehold
Registered Owner:	Sumitomo Mitsui Trust Bank, Limited (Trustee)
Land Area:	40,602.00 sqm (Registered)
Zoning:	Commercial area
Brief Description:	The property, located in the Makuhari Area, was completed in 1993. The 26-storey office building is leased to 54 tenants.
Occupancy:	92.7%
Gross Floor Area:	170,498.78 sqm (Registered)
Net Rentable Area:	84,784.92 sqm
Valuation Method:	Cost Approach and Income Approach Income approach applies Direct Capitalization Method and DCF Method.
Capitalisation Rate:	4.4%
Discount Rate:	4.2%
Terminal Capitalisation Rate:	4.5%
Date of Site Inspection:	24 Nov 2021
Date of Valuation:	31 Oct 2021

Valuation:

Approaches	**Weight**	**JPY**
Cost Approach	0%	37,400,000,000
Direct Capitalization Method	0%	36,300,000,000
DCF Method	100%	35,500,000,000
Appraised Value (DCF Method only)		35,500,000,000
Per GFA (per sqm)		208,000
Per NRA (per sqm)		419,000

Assumptions, Disclaimers, Limitations & QualificationsPrepared :

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Valuation Summary

Property Name:	Omori Prime Building
Address:	9-4 and 9 other tracts, Minamioi 6-chome, Shinagawa-ku, Tokyo-to
Client:	Mapletree North Asia Commercial Trust Management Ltd. (as Manager of Mapletree North Asia Commercial Trust) DBS Trustee Limited (in its capacity as Trustee of Mapletree North Asia Commercial Trust)
Purpose:	For the purposes of corporate and financial reporting, and the proposed merger of Mapletree Commercial Trust and Mapletree North Asia Commercial Trust.
Basis of Valuation:	Market Value
Interest Valued:	Freehold Interest
Tenure	Freehold
Registered Owner:	Mizuho Trust & Banking Co.,Ltd. (Trustee)
Land Area:	1,764.29 sqm (Registered)
Zoning:	Commercial area
Brief Description:	The property, located in the Minamioi Area, was completed in 2002. The 13-storey office building with 1-story basement is leased to 10 tenants.
Occupancy:	100.0%
Gross Floor Area:	10,441.61 sqm (Registered)
Net Rentable Area:	6,797.52 sqm
Valuation Method:	Cost Approach and Income Approach Income approach applies Direct Capitalization Method and DCF Method.
Capitalisation Rate:	3.9%
Discount Rate:	3.7%
Terminal Capitalisation Rate:	4.0%
Date of Site Inspection:	18 Nov 2021
Date of Valuation:	31 Oct 2021

Valuation:

Approaches	**Weight**	**JPY**
Cost Approach	0%	6,280,000,000
Direct Capitalization Method	0%	7,930,000,000
DCF Method	100%	7,660,000,000
Appraised Value (DCF Method only)		7,660,000,000
Per GFA (per sqm)		734,000
Per NRA (per sqm)		1,130,000

Assumptions, Disclaimers, Limitations & QualificationsPrepared :

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Valuation Summary

Property Name:	SII Makuhari Building
Address:	8, Nakase 1-chome, Mihama-ku, Chiba-shi, Chiba-ken
Client:	Mapletree North Asia Commercial Trust Management Ltd. (as Manager of Mapletree North Asia Commercial Trust) DBS Trustee Limited (in its capacity as Trustee of Mapletree North Asia Commercial Trust)
Purpose:	For the purposes of corporate and financial reporting, and the proposed merger of Mapletree Commercial Trust and Mapletree North Asia Commercial Trust.
Basis of Valuation:	Market Value
Interest Valued:	Freehold Interest
Tenure	Freehold
Registered Owner:	Sumitomo Mitsui Trust Bank, Limited (Trustee)
Land Area:	15,507.72 sqm (Registered)
Zoning:	Commercial area
Brief Description:	The property, located in the Makuhari Area, was completed in 1993. The 26-storey office building with 1-story basement is leased to an electronic devices tenant.
Occupancy:	100.0%
Gross Floor Area:	70,743.54 sqm (Registered)
Net Rentable Area:	70,743.54 sqm
Valuation Method:	Cost Approach and Income Approach Income approach applies Direct Capitalization Method and DCF Method.
Capitalisation Rate:	4.4%
Discount Rate:	4.2%
Terminal Capitalisation Rate:	4.5%
Date of Site Inspection:	24 Nov 2021
Date of Valuation:	31 Oct 2021

Valuation:

Approaches	**Weight**	**JPY**
Cost Approach	0%	14,400,000,000
Direct Capitalization Method	0%	20,200,000,000
DCF Method	100%	20,500,000,000
Appraised Value (DCF Method only)		20,500,000,000
Per GFA (per sqm)		290,000
Per NRA (per sqm)		290,000

Assumptions, Disclaimers, Limitations & QualificationsPrepared :

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JLL

Valuation Summary

Property Name:	TS Ikebukuro Building
Address:	49-4, Higashi-Ikebukuro 2-chome, Toshima-ku, Tokyo-to
Client:	Mapletree North Asia Commercial Trust Management Ltd. (as Manager of Mapletree North Asia Commercial Trust) DBS Trustee Limited (in its capacity as Trustee of Mapletree North Asia Commercial Trust)
Purpose:	For the purposes of corporate and financial reporting, and the proposed merger of Mapletree Commercial Trust and Mapletree North Asia Commercial Trust.
Basis of Valuation:	Market Value
Interest Valued:	Freehold Interest
Tenure	Freehold
Registered Owner:	Sumitomo Mitsui Trust Bank, Limited (Trustee)
Land Area:	674.44 sqm (Registered)
Zoning:	Commercial area
Brief Description:	The 9-storey building is leased to a tenant that provides temporary staffing services.
Occupancy:	100.0%
Gross Floor Area:	4,897.92 sqm (Registered)
Net Rentable Area:	4,001.64 sqm
Valuation Method:	Cost Approach and Income Approach Income approach applies Direct Capitalization Method and DCF Method.
Capitalisation Rate:	3.8%
Discount Rate:	3.6%
Terminal Capitalisation Rate:	3.9%
Date of Site Inspection:	24 Nov 2021
Date of Valuation:	31 Oct 2021

Valuation:

Approaches	**Weight**	**JPY**
Cost Approach	0%	3,340,000,000
Direct Capitalization Method	0%	5,650,000,000
DCF Method	100%	5,590,000,000
Appraised Value (DCF Method only)		5,590,000,000
Per GFA (per sqm)		1,140,000
Per NRA (per sqm)		1,400,000

Assumptions, Disclaimers, Limitations & QualificationsPrepared :

All data provided in this Certificate is wholly reliant on and must be read in conjunction with the information provided in the attached report. It is a synopsis only designed to provide a brief overview and must not be acted on in isolation. This valuation report is provided subject to the assumptions, qualifications, limitations and disclaimers detailed throughout this report which are made in conjunction with those included within the Assumptions, Qualifications, Limitations & Disclaimers section of this report. Reliance on this report and extension of our liability is conditional upon the reader's acknowledgement and understanding of these statements. This valuation is for the use only of the party to whom it is addressed and for no other purpose. No responsibility is accepted to any third party who may use or rely on the whole or any part of the content of this valuation. The valuer has no pecuniary interest that would conflict with the proper valuation of the property.

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Our Reference: SF-0001277483

17 January 2022

Mapletree North Asia Commercial Trust Management Ltd.
(in its capacity as manager of Mapletree North Asia Commercial Trust ("MNACT"))
10 Pasir Panjang Road
#13-01 Mapletree Business City
Singapore 117438

DBS Trustee Limited (in its capacity as Trustee of Mapletree North Asia Commercial Trust)
12 Marina Boulevard
Level 44
DBS Asia Central
Marina Bay Financial Centre
Singapore 018982

Dear Sir/Madam

SUMMARY LETTER IN RELATION TO THE PROPOSED MERGER OF MAPLETREE COMMERCIAL TRUST AND MAPLETREE NORTH ASIA COMMERCIAL TRUST BY WAY OF A TRUST SCHEME OF ARRANGEMENT

As instructed, by Mapletree North Asia Commercial Trust Management Ltd. ("MNACTM") & DBS Trustee Limited (in its capacity as Trustee of Mapletree North Asia Commercial Trust), we CBRE Korea Company Limited ("CBRE"), have issued valuation report reference No. SF-0001277483 with material date of valuation as at 31 October 2021 ("Valuation Reports"), outlining the Market Value of The Pinnacle Gangnam, 343, Hakdong-ro, Gangnam-gu, Seoul

We provide this Letter which is a condensed version of our more extensive Valuation Report, outlining key factors that have been considered in arriving at our opinions of value. This Letter should be read in conjunction with the issued Valuation Report.

We have issued the comprehensive formal full Valuation Report and this Letter which is vested with MNACT and MNACT Manager, in accordance with the terms of engagement entered into between CBRE and the addressee, dated 31 October 2021.

Basis of Valuation is Market Value subject to existing Freehold Interest in the property.

In accordance with the Royal Institution of Chartered Surveyors (RICS) Valuations - Global Standards 2020, incorporating IVSC International Valuations Standards 2020, the definition of Market Value is as follows:

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"The estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion".

We have also prepared this Letter and the valuation certificated in accordance with Rule 222(3) of the SGX's Listing Manual and the Singapore Institute of Surveyors and Valuers (SISV)'s "Practice Guide for Valuation Reporting for REITs, Listed Companies and Initial Public Offerings (IPOs) including inclusion in Prospectus and Circulars", a copy of which can be found on the SGX website https://www.sgx.com/regulation/guides-handbooks.

The value conclusion reflects all information known by the valuers of CBRE who worked on the valuation in respect to the Property, market conditions and available data.

Source of Information CBRE has relied upon property data supplied by Mapletree North Asia Commercial Trust Management Ltd. (as Manager of Mapletree North Asia Commercial Trust) ("MNACT") which we assume to be true and accurate. VAS takes no responsibility for inaccurate client supplied data and subsequent conclusions related to such data.

Reliance on this Letter

We have prepared this Letter which summarizes our Valuation Reports and outlines key factors which have been considered in arriving at our opinion of value. CBRE has provided the addressee(s) with a comprehensive Valuation Report for the Property.

The valuation and market information are not guarantees or predictions and must be read in consideration of the following:

- This Letter alone does not contain all the necessary data and support information in terms of the valuation, which is included within our Valuation Report. To understand the complexity of the methodology and the many variables involved, reference must be made to the Valuation Reports, copies of which are held by MNACT.
- The conclusions within the Valuation Report as to the estimated value are based upon the factual information set forth in the Valuation Report. Whilst CBRE has endeavoured to assure the accuracy of the factual information, it has not independently verified all information provided by MNACT.
- The primary methodologies used by CBRE in valuing the Properties includes the Capitalisation Method (Direct Capitalisation Approach), Discounted Cashflow Analysis–which is based upon estimates of future financial performance and are not predictions and Direct Comparison Approach. Each methodology begins with a set of assumptions as to income and expenses of the Property and future economic conditions in the local market. The income and expense figures are mathematically extended with adjustments for estimated changes in economic conditions. The resultant value is considered the best practice estimate but is not to be construed as a prediction or guarantee and is fully dependent upon the accuracy of the assumptions as to income, expenses, and market conditions.
- The Valuation Report were undertaken based upon information available and provided to us in October 2021 CBRE accepts no responsibility for subsequent changes in information as to income, expenses, or market conditions, between these dates and the valuation date.

No reliance may be placed upon the contents of this Letter by any party for any purpose other than in connection with the Purpose of Valuation and only with reference to the Valuation Report.

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Property Details

The following provides a brief summary of the key attributes of the property, a Major Business District, Office Building

LAND & BUILDING AREA

Property	Land Area	GFA	NLA
1 The Pinnacle Gangnam	903.54 py	13,444.29 py	7,456.75 py
	2,986.90 sqm	44,444.00 sqm	24,650.46 sqm
		478,390.77 sqft	265,335.12 sqft
Areas are approx. (py-pyeong; sqm- square metres; sqft-square feet)			

TENURE

Tenure	Type	Interest
1 The Pinnacle Gangnam	Freehold	100% Interest

Tenancy Details

The following provides a summary of the tenancies, occupancy and Weighted Average Lease Expiry ("WALE") within the property.

Tenancy Details	Tenant #	Occupancy	WALE
1 The Pinnacle Gangnam	42	97.7%	3.50 years
Major Tenants - Qualcomm CDMA Technologies Korea YH, HUVIS CORPORATION., JustCo (Korea Onshore) Ltd., Ralph Lauren Korea Ltd., Echo Marketing. These 5 tenants occuppy 50.17% of the GFA			

Valuation Rationale

In arriving at our opinion of value, we have considered relevant general and economic factors and in particular have investigated recent sales and leasing transactions of comparable properties that have occurred in the commercial property market. We have primarily utilised the Capitalisation Method, Discounted Cashflow Analysis and Direct Comparison Method in undertaking our assessment for the Property. Based on the nature of the real estate, market practice, market evidence and the valuer professional opinion the valuer has adopted a value based on the weighting of 20%, 40%, 40% respectively for each of these methods.

We have been advised the are no Master Leases or Rental Support applicable to these property and no such Master Leases or Rental Support are considered in our valuation assessment of the properties.

CAPITALIZATION METHOD INCOME CAPITALIZATION APPROACH

We have utilised the income capitalisation approach in which the sustainable net income on a fully leased basis has been estimated having regard to the current passing rental income and other income. From this figure, we have deducted applicable outgoings, including operating expenses.

The resultant net income has been capitalized for the remaining tenure of the Property to produce a core capital value. The capitalisation rate adopted reflects the nature, location and tenancy profile of the Property together with current market investment criteria, as evidenced by the sales evidence considered. Thereafter, appropriate capital adjustments have been included which relate to provisions for existing vacancies, rental reversion adjustments and capital expenditure requirements.

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DISCOUNTED CASH FLOW ANALYSIS (DCF)

We have also carried out a discounted cash flow analysis over a 10-year investment horizon in which we have assumed that the Property is sold at the commencement of the eleventh year of the cash flow. This form of analysis allows an investor or owner to make an assessment of the long-term return that is likely to be derived from a property with a combination of both rental and capital growth over an assumed investment horizon. In undertaking this analysis, a wide range of assumptions are made including a target or pre-selected internal rate of return, rental growth, sale price of the property at the end of the investment horizon, costs associated with the initial purchase of the property and also its disposal at the end of the investment period.

We have investigated the current market requirements for an investment return over a 10-year period from commercial office properties. We hold regular discussions with investors active in the market, both as purchasers and owners of commercial office properties.

Our selected terminal capitalisation rate, used to estimate the terminal sale price, takes into consideration perceived market conditions in the future, estimated tenancy and cash flow profile and the overall physical condition of the building in 10 years' time. The adopted terminal capitalisation rate additionally has regard to the duration of the remaining leasehold tenure of the Property at the end of the cash flow period.

DIRECT COMPARISON METHOD

We have also carried out a sales comparison approach. The sales utilized represent the best data available for comparison with the properties. These sales were chosen based upon their proximity, vintage, unit mix and overall characteristics which are the most representative of the subject properties as of the valuation date. Adjustment to these sales are based on certain categories, such as location and average unit size, there are very quantifiable adjustments that can be tied to rents or demographic attributes, while on qualitative differences such as quality/condition, there is a more subjective adjustment made and garnered from experience.

The adopted capitalisation rate, discount rate and terminal capitalisation rate are as follows:

Property	Capitalisation Rate	Discount Rate	Terminal Capitalisation Rate
1 The Pinnacle Gangnam	4.00%	6.25%	4.25%

Valuation methods weighting is 20%, 40%, 40% respectively for Capitalisation Method, Discounted Cashflow Analysis and Direct Comparison Method.

Assessment of Value

We are of the opinion that the Market Value of the freehold interest in the Property, subject to the existing tenancies and occupational arrangements, is as follows:

- The Pinnacle Gangnam, 343 Hakdong-ro, Gangnam-gu, Seoul, is KRW489,500,000,000 (Four Hundred and Eighty Nine Billion Five Hundred Million Korean won)

Key Risks, Assumptions, Disclaimers, Limitations, and Qualifications

CBRE have prepared this Letter and, to the extent permitted by law, specifically disclaim liability to any person in the event of any omission from or false or misleading statement included in this Circular, other than in respect of the information provided within the aforementioned Reports and this Letter. CBRE does not make any warranty or representation as to the accuracy of the information in any other part of this Circular other than as expressly made or given by CBRE in this Letter.

CBRE has relied upon property data supplied by Mapletree which we assume to be true and accurate. CBRE takes no responsibility for inaccurate client supplied data and subsequent conclusions related to such data.

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The reported analyses, opinions and conclusions are limited only by the reported assumptions and limiting conditions, and is our personal, unbiased professional analyses, opinions, and conclusions. CBRE and the respective appraisers involved in each assignment have no present or prospective interest in the Property and have no personal interest or bias with respect to the party(ies) involved.

The valuer's compensation is not contingent upon the reporting of a predetermined value or direction in value that favours the cause of the client, the amount of the value estimate, the attainment of a stipulated result, or the occurrence of a subsequent event (such as a lending proposal or sale negotiation).

We hereby certify that the valuers undertaking these valuations are authorized to practice as appraisers and have at least 5 years of experience in valuing real estate properties in a similar industry and area as the real property in which the valuation is conducted.

None of the information in this Letter or our Valuation Reports constitutes advice as to the merits of entering into any form of transaction. Furthermore, none of the information in this Letter or our Valuation Reports constitutes financial product advice. CBRE does not give any warranty or representation as to the accuracy of the information in any other part of the acquisition.

Neither this letter, nor the Valuation Reports purport to contain all the information that any interested party may require. They do not consider individual circumstances, financial situation, investment objectives or requirements. They are intended to be used as guide only and do not constitute advice including without any limitation, investment, tax, legal or any other type of advice. The valuations stated are only best estimates and are not to be construed as a guarantee. The material contained in these valuations should not be relied upon as a statement or representation of fact without confirmation or satisfaction as to its correctness by independent investigation and review of the Valuation Reports to understand the assumptions and methodologies stated in the valuations.

This Letter and the Valuation Reports are strictly limited to the matters contained within those documents. To the extent permitted by law, CBRE specifically disclaims any liability in respect of the use of or reliance on this Letter to any person in the event of any omission or false or misleading statement other than to the Addressees.

Yours sincerely
CBRE Korea Co. Ltd.



Alex P.W. Chan
MRICS MHKIS RPS(GP)
Head & Executive Director
Valuation & Advisory Services

Encl.: Appendix 1 – Valuation Certificate

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CBRE

Appendix 1

VALUATION CERTIFICATE



Property:	The Pinnacle Gangnam 343 Hakdong-ro, Gangnam-gu, Seoul
Instructing Party	Mapletree North Asia Commercial Trust Management Ltd. (in its capacity as manager of Mapletree North Asia Commercial Trust ("MNACT")) & DBS Trustee Limited (in its capacity as Trustee of Mapletree North Asia Commercial Trust)
Purpose:	For the purposes of corporate and financial reporting, and the proposed merger of Mapletree Commercial Trust and Mapletree North Asia Commercial Trust.
Legal Description:	Kookmin Bank
Tenure:	Freehold Interests
Interest Valued:	100% Freehold Interest
Basis of Valuation:	Market Value As Is subject to existing tenancies and occupational arrangements
Registered Owner:	Kookmin Bank
Land Area (sqm):	903.54 pyeong (equivalent to 2,986.90 square metres, derived from Korea Land and Housing Corporation/Seoul real estate portal
Zoning/Town Planning:	General Commercial Zone, under Seoul Metropolitan City Government. The current use as office conforms to the permitted use of the site under the current zoning. Current specific development controls include a generic maximum permissible FAR of 800% and a generic maximum permissible BCR of 80%.
Site Description:	The Subject Property is 903.54 pyeong (equivalent to 2,986.90 square metres, derived from Korea Land and Housing Corporation/Seoul real estate portal). It is generally irregular in shape with a slight incline.
Brief Description/ Existing Improvement:	An office development consisting of one 20-storey above-grade office block(s) erected upon a 6-storey basement level(s). The Property comprises of a total gross floor area of 13,444 pyeong completed in 2011 situated in the commercial district of Nonhyeon-dong c. 2.5km to the north of Gangnam Business District (GBD). The Property was renovated in 2018. The Property is currently multi-tenanted and possesses an occupancy rate of 97.74%. The Property is of a steel frame reinforced concrete construction with composite slabs floors and roof construction finished externally with glass curtain wall system and is considered to be maintained and kept in good condition commensurate to its age, use and current status. Taking into account of the Property's inherent characteristics, in particular the investment class, the quality and locality, we consider that the buyer demand for the Property is strong as at the date of valuation. The Property is more fully described, legally, and physically throughout the relevant sections of this valuation report.
Tenancy Profile:	The Property possesses 42 tenants totaling 13,126.53 pyeong with a current occupancy ratio of 97.74%. The Property is achieving KRW100,748 avg. passing rental lease rate p.py p.mth. and with an overall WALE of 3 Years 6 Months 3 Days based on Gross Leasable Area.
Master Lease/ Income Support:	There is no master lease arrangements or income support relating to this property.
Gross Floor Area (GFA):	13,444.29 pyeong (equivalent to 478,390.77 sqft / 44,444.00 sqm)
Net Lettable Area (NLA):	7,456.75 pyeong (equivalent to 265,335.12 sqft / 24,650.46 sqm)
Valuation Approaches:	Capitalisation Method, Discounted Cashflow Analysis & Direct Comparison Method
Methods Weighting	20%/40%/40%
Capitalisation Rate:	4.00%
Discount Rate:	6.25%
Terminal Capitalisation	4.25%
Date of Inspection:	24-November-2021
Date of Valuation:	31-October-2021
Assessed Value:	**KRW489,500,000,000** **(Four Hundred and Eighty Nine Billion Five Hundred Million Korean won)**
Capital Value Rate:	Equivalent to KRW11,013,860/sqm GFA or KRW16,797/sqm NLA - USD9,316/sqm GFA or KRW19,857,639/sqm NLA - (Fx = 1,182.22)

Conversion	
pyenog to sqm	x 3.30579
sqm to sqft	x 10.76390

Assumptions, Disclaimers, Limitations & Qualifications

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Prepared By: **CBRE Korea Co. Ltd.**

Per Alex P.W. Chan
MRICS MHKIS RPS(GP)
Head & Executive Director
Valuation & Advisory Services

Reviewed By: **CBRE Korea Co. Ltd.**

Per Claudia S.H. Kim
Assistant Manager
Valuation & Advisory Services

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Summary Property Valuation Report

Knight Frank Petty Limited
4th Floor, Shui On Centre
6-8 Harbour Road
Wan Chai, Hong Kong

KF ref: GV/JI/RC/AK/ck/24279/4

19 April 2022

Mapletree North Asia Commercial Trust Management Ltd. (as Manager of Mapletree North Asia Commercial Trust)
10 Pasir Panjang Road
#13-01, Mapletree Business City,
Singapore 117438

DBS Trustee Limited (in its capacity as Trustee of Mapletree North Asia Commercial Trust)
12 Marina Boulevard
Level 44, DBS Asia Central, MBFC Tower 3
Singapore 018982

Dear Sirs

SUMMARY LETTER IN RELATION TO THE PROPOSED MERGER OF MAPLETREE COMMERCIAL TRUST AND MAPLETREE NORTH ASIA COMMERCIAL TRUST BY WAY OF A TRUST SCHEME OF ARRANGEMENT

Valuation of

(1) Festival Walk, No 80 Tat Chee Avenue, Kowloon, Hong Kong
(2) Gateway Plaza, No 18 Xiaguangli, East 3rd Ring Road North, Chaoyang District, Beijing, The People's Republic of China
(3) Sandhill Plaza, No. 2290 Zuchongzhi Road, Zhangjiang Science City, Pudong New Area, Shanghai, The People's Republic of China
(the "Properties")

In accordance with the instructions from Mapletree North Asia Commercial Trust Management Ltd. (as Manager of Mapletree North Asia Commercial Trust) (the "Manager") and DBS Trustee Limited (in its capacity as Trustee of Mapletree North Asia Commercial Trust) (the "Trustee") to value the Properties owned by Mapletree North Asia Commercial Trust (the "REIT"), we confirm that we have made relevant

enquiries and carried out searches and obtained such further information as we consider necessary for the purpose of providing you with our opinion of the market value of the Properties in existing state as at 31 March 2022 (the "Valuation Date") for purposes of corporate and financial reporting, and the proposed merger of Mapletree Commercial Trust and Mapletree North Asia Commercial Trust. Our valuation is undertaken by qualified valuers with relevant experiences as an independent valuer.

We confirm that the valuers have licence(s) issued by relevant authorities to perform property valuation in Hong Kong and the People's Republic of China (the "PRC"). We confirm that the valuers have at least five years of experience in valuing real properties in a similar industry and area as the real property in which the valuation is to be conducted. We and the valuers are independent of Mapletree North Asia Commercial Trust. We confirm that the valuers have not been found to be in breach of any rule or law relevant to real property valuation and are not (i) denied or disqualified from membership of or licensing from; (ii) subject to any sanction imposed by; (iii) the subject of any disciplinary proceedings by; or (iv) the subject of any investigation which might lead to disciplinary action by, any professional body or authority relevant to real property valuation.

Our valuation is prepared in unbiased and professional manner.

Comprehensive valuation reports of the Properties have been prepared and they are to be vested with Mapletree North Asia Commercial Trust and Mapletree North Asia Commercial Trust Management Ltd. (as Manager of Mapletree North Asia Commercial Trust).

Valuation Standards

In arriving at our opinion of a market value, we followed International Valuation Standards issued by the International Valuation Standards Council, The RICS Valuation – Global Standards 2022 issued by the Royal Institution of Chartered Surveyors ("RICS"). Under the said standards, market value is defined as:

"the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion."

Our valuation complies with the requirements set out in International Valuation Standards issued by the International Valuation Standards Council, The RICS Valuation – Global Standards 2022 issued by RICS. In addition, this summary property valuation report has been prepared in accordance with the SISV Practice Guide (1/2018) issued by Singapore Institute of Surveyors and Valuers ("SISV"), Practice Note 2.4 and relevant provisions of SGX Mainboard Rules issued by Singapore Exchange ("SGX").

Our valuation is based on 100% of the leasehold interest of the Properties.

Valuation Methodology

In forming our opinion of market value of the Properties owned by the REIT, we have adopted Income Approach - Discounted Cash Flow ("DCF") analysis, Income Approach – Term and Reversion and Market Approach, where appropriate.

Income Approach - DCF Analysis

Income Approach - DCF analysis is a financial modelling technique based on explicit assumptions regarding the prospective cash flow to operating real properties. This analysis involves the projection of a series of periodic cash flows to an operating property. To this projected cash flow series, an appropriate discount rate is applied to establish an indication of the present value of the income stream associated with the Properties. In the case of operating real properties, periodic cash flow is typically estimated as gross income less vacancy and operating expenses and other outgoings. The series of periodic net operating incomes, along with an estimate of the reversionary or terminal value, anticipated at the end of the projection period, is then discounted at the discount rate, being a cost of capital or a rate of return used to convert a monetary sum, payable or receivable in the future, into present value.

We have undertaken the DCF analysis on a yearly basis over a 10-year investment horizon. The net income in the year 11 is capitalised at an appropriate yield. This analysis allows an investor or owner to make an assessment of the long-term return that is likely to be derived from a property with a combination of both income and capital growth over the investment horizon.

Income Approach - Term and Reversion

We have also utilized Income Approach – Term and Reversion by capitalising the amount of net income receivable under the current terms of tenancies. Reference would then be made to any potential changes in rental income on reversion. Both the term and reversion are capitalised by the market capitalisation rates, which reflect the rate of investment return, alienation restrictions, effect of inflation and prospect of rental growth, if any.

Market Approach

In undertaking our valuation of the property by Market Approach, we have made reference to the recent market sales evidence which is available in the market. Appropriate adjustments have been made in our valuation to reflect the differences in the characteristics between the Property and the comparable properties such as location, size, age, condition, quality and view in arriving at our opinion of the market value.

Valuation Assumptions and Conditions

Our valuation is subject to the following risks, assumptions, conditions, disclaimers, limitations and qualifications:

Title Documents and Encumbrances

In our valuation, we have assumed a good and marketable title and that all documentation is satisfactorily drawn. We have also assumed that the Properties are not subject to any unusual or onerous covenants, restrictions, encumbrances or outgoings.

Disposal Costs and Liabilities

No allowance has been made in our report for any charges, mortgages or amounts owing on the Properties nor for any expenses or taxation which may be incurred in effecting a sale.

Source of Information

We have relied to a very considerable extent on information given by the Manager. We have accepted advice given to us on such matters as tenure, floor areas and all other relevant matters. We have not verified the correctness of any information, including their translation supplied to us concerning the Properties, whether in writing or verbally by the Manager, the Manager's representatives or by your legal or professional advisers or by any (or any apparent) occupier of the Properties or contained on the register of title. We assume that this information is complete and correct.

Inspection

The inspection of the Properties was undertaken in November 2021.

Identity of the Properties to be Valued

We have exercised reasonable care and skill to ensure that the Properties are the properties inspected by us and contained within our valuation report. If there is ambiguity as to the property address, or the extent of the property interest to be valued, this should be drawn to our attention in your instructions or immediately upon receipt of our report.

Property Insurance

We have valued the Properties on the assumption that, in all respects, it is insurable against all usual risks including terrorism, flooding and rising water table at normal, commercially acceptable premiums.

Site Boundary

We were not able to delineate the exact boundary of the Properties nor were we able to carry out detailed site measurements to verify the correctness of the site area of the Properties. Nevertheless, we have based on the site area of the Properties as obtained from the Government records or the title documents provided to us in preparing our valuation.

Areas

In our valuations, we have relied upon areas provided to us. We have also assumed that the site areas, floor areas, measurements and dimensions shown on the documents handed to us are correct and in approximations only.

Tenancies

We are provided with the tenancy schedule and have assumed the information are true and correct. We have also assumed that the tenants will continue to occupy the premises and comply with the conditions of the tenancies until the expiry of the existing tenancy terms.

Structural and Services Condition

We have not undertaken any structural surveys, tested the services or arranged for any investigations to be carried out to determine whether any deleterious materials have been used in the construction of the Properties. Our valuation has therefore been undertaken on the basis that the services, including but not limited to the drain, waterway or watercourse, water main, sewer, cable, wire and pipe and other utility services, etc. to the Properties were approved and connected and the services functioned satisfactorily.

Ground Condition

We have assumed there to be no unidentified adverse ground or soil conditions and that the load bearing qualities of the site of the Properties are sufficient to support the building constructed or to be constructed thereon; and that the services are suitable for any existing or future development. Our valuation is therefore prepared on the basis that no extraordinary expenses or delays will be incurred in this respect.

Environmental Issues

We are not environmental specialists and therefore we have not carried out any scientific investigations of sites or buildings to establish the existence or otherwise of any environmental contamination, nor have we undertaken searches of public archives to seek evidence of past activities that might identify potential for contamination. In the absence of appropriate investigations and where there is no apparent reason to suspect potential for contamination, our valuation is prepared on the assumption that the Properties are unaffected. Where contamination is suspected or confirmed, but adequate investigation has not been carried out and made available to us, then the valuation will be qualified.

Compliance with Relevant Ordinances and Regulations

We have assumed that the Properties were constructed, occupied and used in full compliance with, and without contravention of any Ordinances, statutory requirement and notices except only where otherwise stated. We have further assumed that, for any use of the Properties upon which this report is based, any and all required licences, permits, certificates, consents, approvals and authorisation have been obtained, except only where otherwise stated.

Income Support

The valuations of the Properties are done on an as-is basis and does not take into account any master leases, rental guarantee or rental support of any kind.

Limitations on Liability

In accordance with our standard practice, we must state that this valuation is for the use of the party to whom it is addressed and no responsibility is accepted to any third party for the whole or any part of its contents. We do not accept liability to any third party or for any direct or indirect consequential losses or loss of profits as a result of this valuation.

Knight Frank has prepared the valuation based on information and data available to us as at the Valuation Date. It must be recognised that the real estate market is subject to market fluctuations, while changes in policy direction and social environment could be immediate and have sweeping impact on the real estate market. It should therefore be noted that any market violation, policy and social changes or other unexpected incidents after the Valuation Date may affect the values of the Properties.

Market Conditions Explanatory Note: Novel Coronavirus ("COVID-19")

The outbreak of COVID-19, declared by the World Health Organisation as a "Global Pandemic" on the 11 March 2020, has and continues to impact many aspects of daily life and the global economy – with real estate markets having experienced lower levels of transactional activity and liquidity. Travel restrictions have been implemented by many countries and "lockdowns" applied to varying degrees. Whilst restrictions have now been lifted in some cases, local lockdowns may continue to be deployed as necessary and the emergence of significant further outbreaks is possible.

The pandemic and the measures taken to tackle COVID-19 continues to affect economies and real estate markets both locally and globally. Nevertheless, as at the valuation date some property markets have started to function again, with transaction volumes and other relevant evidence returning to levels where an adequate quantum of market evidence exists upon which to base opinions of value.

Material Valuation Uncertainty

As at the valuation date we continue to be faced with an unprecedented set of circumstances caused by COVID-19 and an absence of relevant/sufficient market evidence on which to base our judgements. Our valuation is therefore reported as being subject to 'material valuation uncertainty' as set out in VPS 3 and VPGA 10 of the RICS Valuation – Global Standards. Consequently, in respect of these valuations less certainty – and a higher degree of caution – should be attached to our valuation than would normally be the case.

For the avoidance of doubt this explanatory note, including the 'material valuation uncertainty' declaration, does not mean that the valuation cannot be relied upon. Rather, this explanatory note has been included to ensure transparency and to provide further insight as to the market context under which the valuation opinion was prepared. In recognition of the potential for market conditions to move rapidly in response to changes in the control or future spread of COVID-19 we highlight the importance of the valuation date.

Currency

Unless otherwise stated, all monetary figures in this valuation report will be Hong Kong Dollars (HK$) for the property located in Hong Kong and in Renminbi (RMB) for the properties located in the PRC.

We enclose herewith our summary property valuation report and we are of the opinion that the values of the Properties are as per the market value as stated below.

VALUATION SUMMARY– Properties in Hong Kong

No	Property Address	Tenure	Site Area (hectares)	Gross Floor Area (square feet)	Lettable Area (square feet)	Major Tenants	Occupancy	Weighted Average Lease Expiry ("WALE") by lettable area	Market Value in Existing State as at the Valuation Date of 31 March 2022 (HK$)
1	**Festival Walk** No 80 Tat Chee Avenue, Kowloon	Commencing from 30 March 1993 and has been statutorily extended until 30 June 2047.	2.066	1,208,754	801,485	Taste, Marks and Spencer, H&M, Apple, Uniqlo	99%	2.3	25,565,000,000
	Total:		**2.066**	**1,208,754**	**801,485**				**25,565,000,000**

VALUATION SUMMARY– Properties in the PRC

No	Property Address	Tenure	Site Area (square metres)	Gross Floor Area (square metres)	Lettable Area (square metres)	Occupancy	Weighted Average Lease Expiry ("WALE") by lettable area	Market Value in Existing State as at the Valuation Date of 31 March 2022 (RMB)
2	**Gateway Plaza** No 18 Xiaguangli, East 3rd Ring Road North, Chaoyang District, Beijing, the PRC	Approximately 31 years remaining. Land use right expiring on 25 February 2053.	17,690.24	130,488.07	106,456.35	94%	1.7	6,343,000,000
3	**Sandhill Plaza** No 2290 Zuchongzhi Road, Zhangjiang Science City, Pudong New Area, Shanghai, the PRC	Approximately 38 years remaining. Land use right expiring on 3 February 2060.	23,203.00	83,801.48	63,284.11	99%	1.5	2,423,000,000
	Total:		**40,893.24**	**214,289.55**	**169,740.46**			**8,766,000,000**

Yours faithfully
For and on behalf of
Knight Frank Petty Limited



Jennifer Ip
MRICS (No. 1230950) RICS Registered Valuer
Senior Director, Valuation & Advisory



Clement W M Leung
MFin MCIREA (No. 00108526) MRICS (No. 0840379)
MHKIS (No. 2652) RPS(GP) (No. 1523) RICS Registered Valuer
Executive Director, Head of China Valuation & Advisory

Jennifer Ip is a member of the Royal Institution of Chartered Surveyors (No. 1230950) and a Registered Valuer of the Royal Institution of Chartered Surveyors. She has over 15 years of experience in market research, valuation and consultancy in Mainland China, Hong Kong, Macao, Asia Pacific region and North America, and has at least five years of experience in valuing real properties in a similar industry and area as the real property in which the valuation is to be conducted.

Clement W M Leung is a member of the Royal Institution of Chartered Surveyors (No. 0840379), a member of the Hong Kong Institute of Surveyors (No. 2652), a Registered Professional Surveyor (General Practice) under the Surveyors Registration Ordinance (Cap. 417) in Hong Kong (No. 1523), a member of Registered Real Estate Appraiser PRC (No. 00108526), and a Registered Valuer of the Royal Institution of Chartered Surveyors. He has 29 years of experiences in property valuation and consultancy services in Asia Pacific region, including the People's Republic of China, Hong Kong, Macau, Vietnam, London, New York and San Francisco, and has been participating in various corporate valuation projects in the People's Republic of China and Hong Kong and has at least five years of experience in valuing real properties in a similar industry and area as the real property in which the valuation is to be conducted.

VALUATION CERTIFICATE

No	Property Interest	Description and tenure	Particulars of occupancy	Market Value in Existing State as at 31 March 2022
1	Festival Walk No 80 Tat Chee Avenue, Kowloon New Kowloon Inland Lot No 6181	The property is a commercial/office development with a 4-storey office tower above the 7-storey retail space erected over a 3-storey basement carpark with a site area of approximately 2.066 hectares and was completed in 1998. The property comprises a total gross floor area and lettable area of approximately 1,208,754 square feet and 801,485 square feet, respectively. Details of the lettable area of the property are listed as follows: **Use** / **Approximate lettable area (square feet)** Office 213,982 Retail 558,775 Others 28,728 **Total** **801,485** The property also accommodates 830 underground car parking spaces and 98 loading and unloading spaces. New Kowloon Inland Lot No 6181 is held under Conditions of Sale No 12250 commencing from 30 March 1993, which has been statutorily extended until 30 June 2047. The total annual Government rent payable is 3% of the rateable value for the time being of the lot.	As per the tenancy schedule provided as at December 2021, the property was subject to various tenancies and licences with an occupancy rate of approximately 99%, yielding a total monthly rental income of approximately HK$85,570,000, inclusive of other income but exclusive of rates and service charges as at the Valuation Date.	HK$25,565,000,000 (Hong Kong Dollars Twenty Five Billion Five Hundred and Sixty Five Million)

Notes:

(1) We have been instructed by Mapletree North Asia Commercial Trust Management Ltd. (as Manager of Mapletree North Asia Commercial Trust) and DBS Trustee Limited (in its capacity as Trustee of Mapletree North Asia Commercial Trust) to value the leasehold interest of the property subject to existing tenancies and occupational arrangement as at the Valuation Date for the purposes of corporate and financial reporting, and the proposed merger of Mapletree Commercial Trust and Mapletree North Asia Commercial Trust.

(2) As at the Valuation Date, the registered owners of the property are as follows:

Portion	Registered owner
Commercial Accommodation	Festival Walk (2011) Limited
Office Accommodation	
Multi-storey Car Park	
Ancillary Car Park	
Public Transport Terminus	The Financial Secretary Incorporated
Common Areas and Facilities	Festival Walk Holdings Limited

(3) The Property is situated within an area zoned as "Other Specified Uses (Commercial Uses including a Public Transport Terminus, Multi-storey Carpark, Post Office)" under the draft Shek Kip Mei Outline Zoning Plan No S/K4/30 exhibited on 20 August 2021.

(4) The major tenants of the Property include Taste, Marks and Spencer, H&M, Apple and Uniqlo. The average remaining lease term of the Property, which is represented by the weighted average lease expiry by lettable area is approximately 2.3 years.

(5) In our valuation, we have adopted the Income Approach – DCF analysis and Income Approach – Term and Reversion. The key parameters are as follows:

Income Approach - DCF analysis	Details
Terminal Capitalisation Rate (net)	3.85%
Stabilised Growth Rate	4.00%
Discount Rate	7.80%
Assessed Unit Value	HK$20,922 per square foot on gross floor area basis HK$31,554 per square foot on lettable area basis
Income Approach – Term and Reversion	**Details**
Capitalisation Rate (gross)	Retail and office: 4.15% Carpark: 4.25% Other income: 6.00%
Assessed Unit Value	HK$21,377 per square foot on gross floor area basis HK$32,240 per square foot on lettable area basis
Valuation Conclusion	
Assessed Unit Value	HK$21,150 per square foot on gross floor area basis HK$31,897 per square foot on lettable area basis

(6) The valuation is done on an as-is basis and does not take into account any master leases, rental guarantee or rental support of any kind. This valuation certificate is subject to the assumptions, disclaimers, limitations and qualifications as detailed in the summary letter of this summary property valuation report.

VALUATION CERTIFICATE

No	Property Interest	Description and tenure	Particulars of occupancy	Market Value in Existing State as at 31 March 2022
2	Gateway Plaza No 18 Xiaguangli, East 3rd Ring Road North, Chaoyang District, Beijing, the PRC	The property comprises two 25-storey Grade A office towers with 3-storey retail podium plus three levels of basement for ancillary / car park purposes on a parcel of land with a site area of approximately 17,690.24 square metres and was completed in 2005. The property comprises a total gross floor area and lettable area of approximately 130,488.07 square metres and 106,456.35 square metres respectively. Details of the lettable area of the property are listed as follows: **Use** / **Approximate lettable area (square metres)** Office: 94,714.84 Retail: 11,741.51 **Total: 106,456.35** The property also accommodates 692 underground car parking spaces and 69 storage rooms. The land use rights of the property have been granted for a term expiring on 25 February 2053 for composite basement car parking use.	As per the tenancy schedule provided as at December 2021, the property was subject to various tenancies with an occupancy rate of approximately 94%, yielding a total monthly rental income of approximately RMB31,100,000, inclusive of other income but exclusive of taxes and management fees as at the Valuation Date.	RMB6,343,000,000 (Renminbi Six Billion Three Hundred and Forty Three Million)

Notes:

(1) We have been instructed by Mapletree North Asia Commercial Trust Management Ltd. (as Manager of Mapletree North Asia Commercial Trust) and DBS Trustee Limited (in its capacity as Trustee of Mapletree North Asia Commercial Trust) to value the leasehold interest of the property subject to existing tenancies and occupational arrangement as at the Valuation Date for the purposes of corporate and financial reporting, and the proposed merger of Mapletree Commercial Trust and Mapletree North Asia Commercial Trust.

(2) Pursuant to the State-owned Land Use Rights Certificate No. Jing Chao Guo Yong (2003 Chu) Zi Di 0075 issued by Beijing Municipal Land Resources and Housing Administrative Bureau dated 14 October 2003, the land use rights of a parcel of land with a site area of approximately 17,690.24 square metres were vested in 北京佳程房地产开发有限公司 with a term expiring on 25 February 2053 for composite basement car parking use. The remaining land use rights term of the property as at the Valuation Date is approximately 31 years.

(3) Pursuant to the Building Ownership Certificate No. Jing Fang Quan Zheng Shi Chao Gang Ao Tai Zi Di 10298 issued by Beijing Municipal Commission of Development dated 6 April 2006, the building ownership of the property with a total gross floor area of approximately 130,488.07 square metres was vested in 香港佳程广场有限公司 for office use.

(4) The average remaining lease term of the property, which is represented by the weighted average lease expiry by lettable area is approximately 1.7 years.

(5) In our valuation, we have adopted the Income Approach – DCF analysis, Income Approach – Term and Reversion, and Market Approach. The key parameters are as follows:

Income Approach - DCF analysis	Details
Terminal Capitalisation Rate (net)	4.00%
Stabilised Growth Rate	3.50%
Discount Rate	7.50%
Assessed Unit Value	RMB46,211 per square metre (or RMB4,293 per square foot) on gross floor area basis RMB56,643 per square metre (or RMB5,262 per square foot) on lettable area basis
Income Approach – Term and Reversion	**Details**
Capitalisation Rate (gross)	5.50%
Assessed Unit Value	RMB49,047 per square metre (or RMB4,557 per square foot) on gross floor area basis RMB60,119 per square metre (or RMB5,585 per square foot) on lettable area basis
Market Approach	**Details**
Unit Prices of Comparable Properties	RMB56,100 – RMB64,000 per square metre on gross floor area basis
Assessed Unit Value	RMB50,579 per square metre (or RMB4,699 per square foot) on gross floor area basis RMB61,997 per square metre (or RMB5,760 per square foot) on lettable area basis
Valuation Conclusion	
Assessed Unit Value	RMB48,610 per square metre (or RMB4,516 per square foot) on gross floor area basis RMB59,583 per square metre (or RMB5,535 per square foot) on lettable area basis

(6) The valuation is done on an as-is basis and does not take into account any master leases, rental guarantee or rental support of any kind. In addition, we have prepared our valuation based on the following assumptions:

a. the Property has a proper legal title;

b. all land premium and costs of resettlement and public utilities services have been fully settled;

c. the design and construction of the Property are in compliance with the local planning regulations and have been approved by the relevant government authorities; and

d. the Property can be freely disposed of, whether as a whole or on strata-title basis, to local or overseas purchasers.

This valuation is also subject to the assumptions, disclaimers, limitations and qualifications as detailed in the summary letter of this summary property valuation report and the comprehensive valuation report of the property.

VALUATION CERTIFICATE

No	Property Interest	Description and tenure	Particulars of occupancy	Market Value in Existing State as at 31 March 2022
3	Sandhill Plaza No 2290 Zuchongzhi Road, Zhangjiang Science City, Pudong New Area, Shanghai, the PRC	The property comprises one 20-storey tower for business park use and seven 3-storey blocks erected upon a two-storey basement for ancillary retail / car parking purposes on a parcel of land with a site area of approximately 23,203.00 square metres and was completed in 2012. The property comprises a total gross floor area and lettable area of approximately 83,801.48 square metres and 63,284.11 square metres respectively. Details of the lettable area of the property are listed as follows: **Use** / **Approximate lettable area (square metres)** Business park: 61,684.20 Ancillary retail: 1,599.91 **Total: 63,284.11** The property also accommodates 460 car parking spaces. The land use rights of the property have been granted for a concurrent term commencing from 4 February 2010 and expiring on 3 February 2060 for industrial and factory uses.	As per the tenancy schedule provided as at December 2021, the property was subject to various tenancies with an occupancy rate of approximately 99%, yielding a total monthly rental income of approximately RMB10,850,000, inclusive of other income but exclusive of taxes and management fees as at the Valuation Date.	RMB2,423,000,000 (Renminbi Two Billion Four Hundred and Twenty Three Million)

Notes:

(1) We have been instructed by Mapletree North Asia Commercial Trust Management Ltd. (as Manager of Mapletree North Asia Commercial Trust) and DBS Trustee Limited (in its capacity as Trustee of Mapletree North Asia Commercial Trust) to value the leasehold interest of the property subject to existing tenancies and occupational arrangement as at the Valuation Date for the purposes of corporate and financial reporting, and the proposed merger of Mapletree Commercial Trust and Mapletree North Asia Commercial Trust.

(2) Pursuant to eight Shanghai Certificates of Real Estate Ownership all issued by Real Estate Registration Office of Shanghai Pudong New Area dated 22 January 2014, the land use rights of the property with a site area of approximately 23,203.00 square metres and the building ownership of the property with a total gross floor area of approximately 83,801.48 square metres have been granted to 上海展想置业有限公司 for a concurrent term commencing from 4 February 2010 and expiring on 3 February 2060 for industrial and factory uses respectively. The remaining land use rights term of the property as at the Valuation Date is about 38 years.

Details of the Real Estate Title Certificates are listed as follows:

Certificate No	Block	Use	Commencement Date	Expiry Date	Date of Issuance	Approximate GFA (square metres)
No.Hu Fang Di Pu Zi (2014) Di 006053	1	Industrial / Factory	4 February 2010	3 February 2060	22 January 2014	71,868.22
No. Hu Fang Di Pu Zi (2014) Di 006061	2	Industrial / Factory	4 February 2010	3 February 2060	22 January 2014	1,640.04
No. Hu Fang Di Pu Zi (2014) Di 006058	3	Industrial / Factory	4 February 2010	3 February 2060	22 January 2014	1,638.19
No. Hu Fang Di Pu Zi (2014) Di 006056	4	Industrial / Factory	4 February 2010	3 February 2060	22 January 2014	1,774.98
No. Hu Fang Di Pu Zi (2014) Di 006054	5	Industrial / Factory	4 February 2010	3 February 2060	22 January 2014	1,099.74
No. Hu Fang Di Pu Zi (2014) Di 006065	7	Industrial / Factory	4 February 2010	3 February 2060	22 January 2014	1,581.18
No. Hu Fang Di Pu Zi (2014) Di 006048	8	Industrial / Factory	4 February 2010	3 February 2060	22 January 2014	2,141.04
No. Hu Fang Di Pu Zi (2014) Di 006051	9	Industrial / Factory	4 February 2010	3 February 2060	22 January 2014	2,058.09
Total						**83,801.48**

(3) The average remaining lease term of the property, which is represented by the weighted average lease expiry by lettable area is approximately 1.5 years.

(4) In our valuation, we have adopted the Income Approach – DCF analysis, Income Approach – Term and Reversion, and Market Approach. The key parameters are as follows:

Income Approach - DCF analysis	Details
Terminal Capitalisation Rate (net)	4.25%
Stabilised Growth Rate	5.00%
Discount Rate	9.25%
Assessed Unit Value	RMB28,758 per square metre (or RMB2,672 per square foot) on gross floor area basis RMB38,082 per square metre (or RMB3,538 per square foot) on lettable area basis
Income Approach – Term and Reversion	**Details**
Capitalisation Rate (gross)	5.00%
Assessed Unit Value	RMB29,236 per square metre (or RMB2,716 per square foot) on gross floor area basis RMB38,714 per square metre (or RMB3,597 per square foot) on lettable area basis
Market Approach	**Details**
Unit Prices of Comparable Properties	RMB32,000 – RMB41,000 per square metre on gross floor area basis
Assessed Unit Value	RMB28,747 per square metre (or RMB2,671 per square foot) on gross floor area basis RMB38,066 per square metre (or RMB3,536 per square foot) on lettable area basis
Valuation Conclusion	
Assessed Unit Value	RMB28,914 per square metre (or RMB2,686 per square foot) on gross floor area basis RMB38,288 per square metre (or RMB3,557 per square foot) on lettable area basis

(5) The valuation is done on an as-is basis and does not take into account any master leases, rental guarantee or rental support of any kind. In addition, we have prepared our valuation based on the following assumptions:

a. the Property has a proper legal title;

b. all land premium and costs of resettlement and public utilities services have been fully settled;

c. the design and construction of the Property are in compliance with the local planning regulations and have been approved by the relevant government authorities; and

d. the Property can be freely disposed of, whether as a whole or on strata-title basis, to local or overseas purchasers.

This valuation is also subject to the assumptions, disclaimers, limitations and qualifications as detailed in the summary letter of this summary property valuation report and the comprehensive valuation report of the property.

Conditions & Caveats
(These Conditions & Caveats form part of our valuation report / letter)

1. **Valuation Standards**
Our valuations are prepared in accordance with the HKIS Valuation Standards (2020) published by the Hong Kong Institute of Surveyors ("HKIS"), the RICS Valuation – Global Standards (2020) published by the Royal Institution of Chartered Surveyors ("RICS") and / or International Valuation Standards (2020) published by International Valuation Standards Council ("IVSC") which entitle us to make assumptions that may upon further investigation, for instance by your legal representative, prove to be inaccurate or untrue. Any exception is clearly stated below and / or in the report.

2. **Portfolios**
In valuing the portfolio of properties, unless specifically agreed with you otherwise, we have valued the individual properties separately.

3. **Title and Encumbrances**
We have taken reasonable care to investigate the title of the property by obtaining land search records from the Land Registry, and if not available, with reference to the title document or other document of title as provided. We have not, however, searched the original documents to verify ownership or to ascertain the existence of any amendment which does not appear on the copies handed to us. We however do not accept liability for any interpretation which we have placed on such information that is more properly the sphere of your legal advisers. We have also assumed in our valuation that the property was free from encumbrances, restrictions, title defects and outgoings of an onerous nature that could affect its value, unless stated otherwise as at the date of valuation.

   In cases where sample land searches or land searches at the Land Registries are not required, we have relied on the title information as provided and assumed that the information is correct as at the date of valuation.

4. **Disposal Costs and Liabilities**
No allowance has been made in our report for any charges, mortgages or amounts owing on any property nor for any expenses or taxation which may be incurred in effecting a sale.

5. **Sources of Information**
We have relied on the quoted source of information to a very considerable extent and have not verified the correctness of any information including their translation supplied to us concerning this property, whether in writing or verbally by yourselves, your representatives or by your legal or professional advisers or by any (or any apparent) occupier of the property or contained on the register of title. We assume that this information is complete and correct.

6. **Inspection**
Where applicable and available, we have carried out external and / or internal inspection of the property. Nevertheless, we have assumed in our valuation that the property was in satisfactory exterior and interior decorative order without any unauthorised extensions or structural alterations as at the date of valuation, unless otherwise stated.

7. **Identity of Property to be Valued**
We have exercised reasonable care and skill (but will not have an absolute obligation to you) to ensure that the property, identified by the property address in your instructions, is the property inspected by us and contained within our valuation report. If there is ambiguity as to the property address, or the extent of the property to be valued, this should be drawn to our attention in your instructions or immediately upon receipt of our report.

8. **Boundaries**
Plans accompanying this report are for identification purposes only and should not be relied upon to define boundaries, title or easements. The extent of the site is outlined in accordance with the information given to us and / or our understanding of the boundaries.

9. **Property Insurance**
We have valued the property on the assumption that, in all respects, it is insurable against all usual risks including terrorism, flooding and rising water table at normal, commercially acceptable premiums.

10. **Areas and Age**
As instructed, we have relied upon areas as available from a quoted source. Otherwise, dimensions and areas would be measured on-site or from plans and calculated in accordance with, where appropriate, the current HKIS Code of Measuring Practice and are quoted to a reasonable approximation, with reference to their source.

    We have also assumed that the site areas, floor areas, measurements and dimensions shown on the documents handed to us are correct and in approximations only. The plans in this report are included to assist the reader to visualise the property and we assume no responsibility for their accuracy.

    Where the age of the building is estimated, this is for reference only.

11. **Structural and Services Condition**
We were not instructed to undertake any structural surveys, test the services or arrange for any investigations to be carried out to determine whether any deleterious materials have been used in the construction of the property. Our valuation has therefore been undertaken on the basis that the property was in satisfactory repair and condition and contains no deleterious materials and that services function satisfactorily.

12. **Ground Condition**
We have assumed there to be no unidentified adverse ground or soil conditions and that the load bearing qualities of the sites of each property are sufficient to support the building constructed or to be constructed thereon; and that the services are suitable for any existing or future development. Our valuation is therefore prepared on the basis that no extraordinary expenses or delays will be incurred in this respect.

13. Environmental Issues

We are not environmental specialists and therefore we have not carried out any scientific investigations of sites or buildings to establish the existence or otherwise of any environmental contamination, nor have we undertaken searches of public archives to seek evidence of past activities that might identify potential for contamination. In the absence of appropriate investigations and where there is no apparent reason to suspect potential for contamination, our valuation is prepared on the assumption that the property is unaffected. Where contamination is suspected or confirmed, but adequate investigation has not been carried out and made available to us, then the valuation will be qualified.

14. Leases

Reliance must not be placed on our interpretation of leases without reference to solicitors, particularly where purchase or lending against the security of a property is involved.

15. Loan Security

Where instructed to comment on the suitability of property as a loan security we are only able to comment on any inherent property risk. Determination of the degree and adequacy of capital and income cover for loans is the responsibility of the lender having regard to the terms of the loan.

16. Build Cost Information

We do not hold ourselves out to have expertise in assessing build costs and any property valuation advice provided by us will be stated to have been arrived at reliance upon the build cost and other relevant information prepared by a suitably qualified construction cost professional supplied to us by you. In their absence, we would have to rely on the published build cost information that might present severe limitations on the accuracy. Henceforth, the reliance that can be placed upon our advice is severely restricted.

17. Comparable Evidence

Where comparable evidence information is included in our report, they are only referred to where we had reason to believe its general accuracy or where it was in accordance with expectation. In addition, we have not inspected the comparable properties.

18. Valuation Bases

Unless otherwise specifically agreed, the value advised by us shall be the market value as at the date of valuation.

We have assumed that the property valued has been constructed or to be constructed, occupied and used in full compliance with, and without contravention of any Ordinances, statutory requirements and notices, except only where otherwise stated. We have further assumed that, for any use of the property upon which the report is based, any and all required licences, permits, certificates, consents, approvals and authorisations have been obtained, except only where stated otherwise.

18.1 Market Value is defined as:

Market Value is defined within "The HKIS Valuation Standards 2020" issued by HKIS and "RICS Valuation – Global Standards 2020" issued by RICS as: -

"the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion."

"the estimated exchange price of an asset without regard to the seller's costs of sale or the buyer's costs of purchase and without adjustment
for any taxes payable by either party as a direct result of the transaction."

Market value is the most probable price reasonably obtainable in the market on the valuation date in keeping with the market value definition. It is the best price reasonably obtainable by the seller and the most advantageous price reasonably obtainable by the buyer. This estimate specifically excludes an estimated price inflated or deflated by special terms or circumstances such as a typical financing, sale and leaseback arrangements, special considerations or concessions granted by anyone associated with the sale, or any element of value available only to a specific owner or purchaser.

Valuations are, however, undertaken for a variety of purposes, including sale, purchase, letting, mortgage, rating, compulsory purchase, insurance, probate and other tax purposes. Sometimes, a basis of valuation other than "market value" will be required as, for example, when assessing for insurance purposes. However, unless agreed otherwise, our valuation figure will represent our opinion of the asset or liability's market value as defined above.

18.2 Market Rent is defined as:

The estimated amount for which an interest in real property should be leased on the valuation date between a willing lessor and willing lessee on appropriate lease terms in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion.

18.3 Value for Sale under Repossession

The action of regaining possession especially the seizure of collateral securing a loan that is in default refers to the price that might reasonably be expected to realize within a defined period of time (the period shall be agreed upon between Lender and Valuer) from the sale of a real property in the market under repossession by the lender or receiver, on an "as is" basis, taking into account the unique quality of the real property and the existence of any specific demand as well as factors which might adversely affect the marketability of the real property due to market perception of increased risk or stigma, justified or otherwise. The increased risk or stigma would include but not limiting to the need for substantial renovation or repair, the need for abortive expenses and the need for completion in a short period of time.

18.4 Building Insurance Replacement Cost

The building insurance replacement cost is defined as the estimated cost of erecting the same real property or a modern substitute real property having the same areas as the existing one at the relevant date, which includes fees, finance costs and other associated expenses directly related to the construction of the real property. Coverage for loss of rent and other disturbances are not included.

The building insurance replacement cost is to be covered by the insurance policy against losses due to structural damage caused directly by the out-break of fire and do not include any consequential loss or liabilities to third parties as a result of fire.

In estimating the building insurance cost of the Property, we have made reference to the building cost index published by a reputable quantity surveyor firm. It is recommended that a professional quantity surveyor or a firm of professional quantity surveyors in Hong Kong should be consulted in order to assess an accurate building insurance replacement cost.

19. **Limitations on Liability and Disclosure**

19.1 This report / letter is confidential to the addressee for the specific purpose to which it refers. It may be disclosed to other professional advisers assisting the addressee in respect of the purposes, but the addressed shall not disclose the report to any other person. Neither the whole, or any part of this report/ letter and valuation, nor any reference thereto may be included in any documents, circular or statement nor published in any way whatsoever whether in hard copy or electronically (including on any web site) without our written approval of the form and context in which it will appear.

19.2 In accordance with our standard practice, we must state that this report / letter and valuation is for the use of the party to whom it is addressed and no responsibility is accepted to any third party for the whole or any part of its contents. We do not accept liability to any third party or for any direct or indirect consequential losses or loss of profits as a result of this report / letter.

19.3 No claim arising out of or in connection with this agreement may be brought against any member, employee, shareholder or consultant of Knight Frank. Those individuals will not have a personal duty of care to the client or any other party and any such claim for losses must be brought against Knight Frank.

19.4 Knight Frank will not be liable in respect of any of the following:

(a) for any services outside the scope of the services agreed to be performed by Knight Frank;
(b) to any third party; or
(c) any indirect or consequential losses (such as loss of profits).

19.5 Where any loss is suffered by you for which Knight Frank and any other person are jointly and severally liable to you, the loss recoverable by you from Knight Frank shall be limited so as to be in proportion to Knight Frank's relative contribution to the overall fault.

19.6 Our maximum total liability for any direct loss or damage whether caused by our negligence or breach of contract or otherwise is limited to HKD50 million, unless otherwise stated in the valuation report. This limit applies to each and every transaction and retainer and any subsequent work that Knight Frank undertakes for you.

Conversion factors used in this report are:
1 square meter = 10.764 square feet and
1 meter = 3.2808 feet

August 2021

JLL Morii Valuation & Advisory K.K
Shimbashi i-MARK Building 3F,Shimbashi
2-6-2,Minato-ku,Tokyo

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F + 81 3 6550 9597

19 April, 2022

Mapletree North Asia Commercial Trust Management Ltd. (as Manager of Mapletree North Asia Commercial Trust)
10 Pasir Panjang Road
#13-01 Mapletree Business City
Singapore 117438

DBS Trustee Limited (in its capacity as Trustee of Mapletree North Asia Commercial Trust)
12 Marina Boulevard
Level 44
DBS Asia Central @
Marina Bay Financial Centre Tower 3
Singapore 018982

Dear Sirs,

RE: Valuation of the following 9 properties in Japan (collectively, the "Properties")

1. ABAS Shin-Yokohama, at 6-1, Shin-Yokohama 2-chome, Kohoku-ku, Yokohama-shi, Kanagawa-ken
2. Fujitsu Makuhari Building, at 9-3, Nakase 1-chome, Mihama-ku, Chiba-shi, Chiba-ken
3. Hewlett-Packard Japan Headquarters, at 116-1, Ojima 2-chome, Koto-ku,Tokyo-to
4. Higashi-Nihombashi 1-Chome Building, at 20 and 5 other tracts, Higashi-Nihombashi 1-chome, Chuo-ku, Tokyo-to
5. IXINAL Monzen-Nakacho Building, at 15-1 and 5 other tracts, Fukuzumi 2-chome, Koto-ku, Tokyo-to
6. mBAY POINT Makuhari, at 6, Nakase 1-chome, Mihama-ku, Chiba-shi, Chiba-ken
7. Omori Prime Building, at 9-4 and 9 other tracts, Minamioi 6-chome, Shinagawa-ku, Tokyo-to
8. SII Makuhari Building, at 8, Nakase 1-chome, Mihama-ku, Chiba-shi, Chiba-ken
9. TS Ikebukuro Building, at 49-4, Higashi-Ikebukuro 2-chome, Toshima-ku, Tokyo-to

In accordance with your instructions for us to value the Properties, we confirm that we have carried out inspections, made relevant enquiries and obtained such further information as we consider necessary for the purpose of providing you with our opinion of the value of the Properties as at 31 March 2022 (the "Date of Valuation").

We have provided comprehensive formal valuation report (the "Formal Report") in accordance with the instruction and the Formal Report is vested with Mapletree North Asia Commercial Trust ("MNACT") and Mapletree North Asia Commercial Trust Management Ltd ("MNACT Manager"). This letter has been prepared to summarize the Formal Report and to outline key factors considered in arriving at our opinion of the value, but does not contain the necessary data and support information included in the Formal Report.

Valuation Purpose

For the proposed merger of Mapletree Commercial Trust and Mapletree North Asia Commercial Trust by way of a trust scheme of arrangement, and for purposes of corporate and financial reporting.

Valuation Basis

The valuation is prepared taking into consideration the SISV Valuation Standards and Practice Guidelines (2018), which is in compliance with the International Valuation Standards 2017 on the definition of Market Value. Our valuation of the Properties represents its Market Value which in accordance with Japanese Real Estate Appraisal Standards issued by Ministry of Land, Infrastructure, Transportation and Tourism is defined as "the probable value that would be formed for the marketable real estate in a market that satisfies conditions associated with a rational market under actual socio-economic circumstances."

Market Value is defined as "Market Value is the estimated amount for which an asset should exchange on the date of valuation between a willing buyer and a willing seller in an "arms-length" transaction, after proper marketing, wherein the parties had each acted knowledgeably, prudently, and without compulsion".

A market that satisfied the conditions associated with a rational market under actual socio-economic circumstances refers to a market that satisfies the conditions listed below.

(1) The market participants must be acting on their own free will, and be able to enter or leave the market as they wish. Motivated by the desire to maximize their own returns while exhibiting wise and prudent behavior, market participants will satisfy the requirements listed below:

   a. No special motivation causes them to sell off or to initiate buying.

   b. They have only access to ordinary knowledge and information, required to conduct transactions involving the subject property or in the subject property market.

   c. They have expended the labor and costs normally considered necessary to conduct transactions.

   d. They premise value on the highest and best use of the subject property.

   e. Purchasers have ordinary access to procuring funds (financing.)

(2) There must be no special curbs on transactions that restrict market participants nor any extraordinary incentives that induce participants to sell off or initiate buying.

(3) The subject property must be exposed in the market for an appropriate period of time.

Reliance Statement

We have relied to a considerable extent on the information provided by the Instruction Party and have accepted advice given to us on such matters as planning approvals, statutory notices, easements, tenure, particulars of occupancy, rental income, operating expenses, floor plans, floor areas, refurbishment costs and all other relevant matters.

Dimensions, measurements and areas included in the report are based on information contained in copies of documents provided to us and are therefore only approximations. No on-site measurements have been taken on any parts of the property.

We have not read any original documents of title or leases in general and, for the purpose of this valuation, have accepted as complete and correct details of tenure, tenancies, vacancies, floor areas, passing and pre-agreed future rentals and all other relevant information as provided.

We have not carried out building surveys, nor have we conducted internal inspection of the property, and the property has been assumed to be in good repair and condition. We cannot express an opinion about or advice upon the condition of uninspected parts and this report should not be taken as making any implied representation or statement about such parts. No tests have been carried out to any of the building services of the property.

We have not arranged for any investigation to be carried out to determine whether or not any deleterious or hazardous material has been used in the construction of the property, or has since been incorporated, and we



are therefore unable to report that the property is free from risk in this respect. For the purpose of this valuation we have assumed that such investigation would not disclose the presence of any such material to any significant extent.

We have not carried out site measurements to verify the correctness of the site area of the property and have assumed that the site area shown on the documents and official site plans handed to us are correct. Likewise, we have not carried out investigation on site to determine the suitability of the ground conditions and services for future redevelopment or development, nor have we investigated any environmental or contamination issues. Our valuation is on the basis that these aspects are satisfactory and that no extraordinary expense or delay will be incurred during the relevant redevelopment period.

Our valuation normally includes all plant and machinery that form part of the building services installations. However, process plant, machinery and equipment which may have been installed wholly in connection with the occupiers' commercial processes, together with furniture and furnishings, tenants' fixtures and fittings are excluded in our valuation.

Valuation Methodology

We have valued the Properties by the Cost Approach and the Income Approach. The Sales Comparison Approach was not applied due to lack of sufficient sales comparables.

The value under the Cost Approach is determined by deducting the necessary depreciation from the replacement cost at the date of valuation.

The value under the Income Approach is derived by calculating the total sum of the present value for the expected future net cash flow for the subject property. 2 methods, direct capitalization method and discount cash flow ("DCF") method are used to estimate value under the Income Approach.

The direct capitalization method derives a net cash flow ("NCF") of a single year, and capitalizes this with a capitalization rate to estimate value. The DCF method aggregates a NCF of each year for multiple consecutive terms and reversionary value discounted to present value depending on their timing.

In the analysis, projectable change in NCF under the DCF method has been appropriately reflected in the cash flow.

Based on above, the income approach value using the DCF method is judged to be more convincing. Therefore, we have concluded that the DCF value should be preferred and estimated the income approach value.

The subject property is a rental office building, and major prospective buyers focus on income producing capabilities of properties. Therefore, we consider the income approach value to be of primary relevance, while the cost approach value has been used as reference, and we have concluded the value of the Property as of the Date of Valuation.

Valuation Assumption Disclaimers, Limitations, and Qualifications

The contents of this letter and the attached valuation certificate, and the Market Value thereby arrived at are valid only insofar as the assumptions specified below apply.

a. Inspection of rights relationships and contractual relationships and the survey of the physical status of the Properties are undertaken on the basis of the official register and any registered maps, as well as information provided by you. We do not make any explicit or implicit guarantees with respect to such rights relationships, contractual relationships or physical status of the Properties.

b. Confirmation of the Properties is done by survey of the exterior to the extent possible by visual inspection. With respect to soil contamination, buried properties, buried cultural properties, asbestos, building interior

defects etc., it is assumed that none exists unless otherwise stated. We shall assume no responsibility in the event such presence is established in the future.

c. The Market Value of the Properties by no means guarantees the actual transaction value as at the Valuation Date or in the future.

d. We have prepared this Letter and, to the extent permitted by law, specifically disclaim liability to any person in the event of any omission from or false or misleading statement included in this Circular, other than in respect of the information provided within the aforementioned Reports and this Letter. We does not make any warranty or representation as to the accuracy of the information in any other part of this Circular other than as expressly made or given by us in this Letter.

e. We has relied upon property data supplied by Mapletree which we assume to be true and accurate. We takes no responsibility for inaccurate client supplied data and subsequent conclusions related to such data.

f. The reported analyses, opinions and conclusions are limited only by the reported assumptions and limiting conditions, and is our personal, unbiased professional analyses, opinions, and conclusions. We and the respective appraisers involved in each assignment have no present or prospective interest in the Property and have no personal interest or bias with respect to the party(ies) involved.

Summary of Valuation

Property Name	Tenure	Land area (sqm)	GFA (sqm)	NRA (sqm)	Occupancy Rate	WALE (Year)	Appraised Value (JPY)
ABAS Shin-Yokohama Building	Freehold	590.00	4,638.28	3,169.99	100.00%	1.6	2,990,000,000
Fujitsu Makuhari System Laboratory	Freehold	14,000.00	61,087.76	61,087.76	100.0%	4.0	19,500,000,000
Hewlett Packard Japan Headquarters Building	Freehold	14,311.46	42,495.94	42,495.94	100.0%	7.8	40,700,000,000
Higashi-Nihombashi 1-Chome Building	Freehold	642.14	3,239.93	2,600.87	100.0%	1.9	2,600,000,000
IXINAL Monzen-Nakacho Building	Freehold	2,787.86	8,303.40	6,851.88	100.0%	1.7	8,630,000,000
m BAY POINT Makuhari	Freehold	40,602.00	170,498.78	84,772.83	92.2%	1.7	35,500,000,000
Omori Prime Building	Freehold	1,764.29	10,441.61	6,797.52	100.0%	0.9	7,660,000,000
SII Makuhari Building	Freehold	15,507.72	70,743.54	70,743.54	100.0%	2.2	20,500,000,000
TS Ikebukuro Building	Freehold	674.44	4,897.92	4,001.64	100.0%	1.8	5,590,000,000
total							143,670,000,000

Neither the whole nor any part of this letter and valuation certificate or any reference thereto may be included in any document, circular or statement without our prior written approval of the form and context in which they will appear.

We enclose herewith our valuation.

Yours faithfully

For and on behalf of

JLL Morii Valuation & Advisory K.K.

Makoto Nagano

President and Representative Director

Yasuhiro Takebe

Deputy President & Executive Officer

Member of Japan Association of Real Estate Appraisers

MRICS Licenced Real Estate Appraiser

Valuation Summary

Property Name:	ABAS Shin-Yokohama Building
Address:	6-1, Shin-Yokohama 2-chome, Kohoku-ku, Yokohama-shi, Kanagawa-ken
Client:	Mapletree North Asia Commercial Trust Management Ltd (in its capacity as Manager of Mapletree North Asia Commercial Trust) DBS Trustee Limited (in its capacity as Trustee of Mapletree North Asia Commercial Trust)
Purpose:	For the proposed merger of Mapletree Commercial Trust and Mapletree North Asia Commercial Trust by way of a trust scheme of arrangement, and for purposes of corporate and financial reporting
Basis of Valuation:	Market Value
Interest Valued:	Freehold Interest
Tenure	Freehold
Registered Owner:	Sumitomo Mitsui Trust Bank, Limited (Trustee)
Land Area:	590.00 sqm (Registered)
Zoning:	Commercial area
Brief Description:	The property, located in the Shin-Yokohama Area, was completed in 2009. The 9-storey office building with 2-story basement is leased to 14 tenants.
Occupancy:	100.0%
Gross Floor Area:	4,638.28 sqm (Registered)
Net Rentable Area:	3,169.99 sqm
Valuation Method:	Cost Approach and Income Approach Income approach applies Direct Capitalization Method and DCF Method.
Capitalisation Rate:	4.3%
Discount Rate:	4.1%
Terminal Capitalisation Rate:	4.4%
Date of Site Inspection:	05 Feb 2022
Date of Valuation:	31 Mar 2022

Valuation:

Approaches	**Weight**	**JPY**
Cost Approach	0%	2,390,000,000
Direct Capitalization Method	0%	3,050,000,000
DCF Method	100%	2,990,000,000
Appraised Value (DCF Method only)		2,990,000,000
Per GFA (per sqm)		645,000
Per NRA (per sqm)		943,000

Assumptions, Disclaimers, Limitations & QualificationsPrepared :

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Valuation Summary

Property Name:	Fujitsu Makuhari System Laboratory
Address:	9-3, Nakase 1-chome, Mihama-ku, Chiba-shi, Chiba-ken
Client:	Mapletree North Asia Commercial Trust Management Ltd (in its capacity as Manager of Mapletree North Asia Commercial Trust) DBS Trustee Limited (in its capacity as Trustee of Mapletree North Asia Commercial Trust)
Purpose:	For the proposed merger of Mapletree Commercial Trust and Mapletree North Asia Commercial Trust by way of a trust scheme of arrangement, and for purposes of corporate and financial reporting
Basis of Valuation:	Market Value
Interest Valued:	Freehold Interest
Tenure	Freehold
Registered Owner:	Mizuho Trust & Banking Co.,Ltd. (Trustee)
Land Area:	14,000.00 sqm (Registered)
Zoning:	Commercial area
Brief Description:	The property, located in the Makuhari Area, was completed in 1992. The 21-storey office building is leased to an electronic devices tenant.
Occupancy:	100.0%
Gross Floor Area:	61,087.76 sqm (Registered)
Net Rentable Area:	61,087.76 sqm
Valuation Method:	Cost Approach and Income Approach Income approach applies Direct Capitalization Method and DCF Method.
Capitalisation Rate:	4.1%
Discount Rate:	3.9%
Terminal Capitalisation Rate:	4.2%
Date of Site Inspection:	12 Feb 2022
Date of Valuation:	31 Mar 2022

Valuation:

Approaches	**Weight**	**JPY**
Cost Approach	0%	11,600,000,000
Direct Capitalization Method	0%	19,800,000,000
DCF Method	100%	19,500,000,000
Appraised Value (DCF Method only)		19,500,000,000
Per GFA (per sqm)		319,000
Per NRA (per sqm)		319,000

Assumptions, Disclaimers, Limitations & QualificationsPrepared :

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Valuation Summary

Property Name:	Hewlett Packard Japan Headquarters Building
Address:	116-1, Ojima 2-chome, Koto-ku,Tokyo-to
Client:	Mapletree North Asia Commercial Trust Management Ltd (in its capacity as Manager of Mapletree North Asia Commercial Trust) DBS Trustee Limited (in its capacity as Trustee of Mapletree North Asia Commercial Trust)
Purpose:	For the proposed merger of Mapletree Commercial Trust and Mapletree North Asia Commercial Trust by way of a trust scheme of arrangement, and for purposes of corporate and financial reporting
Basis of Valuation:	Market Value
Interest Valued:	Freehold Interest
Tenure	Freehold
Registered Owner:	Sumitomo Mitsui Trust Bank, Limited (Trustee)
Land Area:	14,311.46 sqm (Registered)
Zoning:	Commercial area
Brief Description:	The property, located in the Ojima Area, was completed in 2011. The 9-storey office building is leased to a computer peripherals tenant.
Occupancy:	100.0%
Gross Floor Area:	42,495.94 sqm (Registered)
Net Rentable Area:	42,495.94 sqm
Valuation Method:	Cost Approach and Income Approach Income approach applies Direct Capitalization Method and DCF Method.
Capitalisation Rate:	3.4%
Discount Rate:	3.2%
Terminal Capitalisation Rate:	3.5%
Date of Site Inspection:	03 Feb 2022
Date of Valuation:	31 Mar 2022

Valuation:

Approaches	**Weight**	**JPY**
Cost Approach	0%	39,800,000,000
Direct Capitalization Method	0%	41,500,000,000
DCF Method	100%	40,700,000,000
Appraised Value (DCF Method only)		40,700,000,000
Per GFA (per sqm)		958,000
Per NRA (per sqm)		958,000

Assumptions, Disclaimers, Limitations & QualificationsPrepared :

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Valuation Summary

Property Name:	Higashi-Nihombashi 1-Chome Building
Address:	20 and 5 other tracts, Higashi-Nihombashi 1-chome, Chuo-ku, Tokyo-to
Client:	Mapletree North Asia Commercial Trust Management Ltd (in its capacity as Manager of Mapletree North Asia Commercial Trust) DBS Trustee Limited (in its capacity as Trustee of Mapletree North Asia Commercial Trust)
Purpose:	For the proposed merger of Mapletree Commercial Trust and Mapletree North Asia Commercial Trust by way of a trust scheme of arrangement, and for purposes of corporate and financial reporting
Basis of Valuation:	Market Value
Interest Valued:	Freehold Interest
Tenure	Freehold
Registered Owner:	Sumitomo Mitsui Trust Bank, Limited (Trustee)
Land Area:	642.14 sqm (Registered)
Zoning:	Commercial area
Brief Description:	The property, located in the Higashi-Nihombashi Area, was completed in 2009. The 8-storey office building is leased to 7 tenants.
Occupancy:	100.0%
Gross Floor Area:	3,239.93 sqm (Registered)
Net Rentable Area:	2,600.87 sqm
Valuation Method:	Cost Approach and Income Approach Income approach applies Direct Capitalization Method and DCF Method.
Capitalisation Rate:	3.8%
Discount Rate:	3.6%
Terminal Capitalisation Rate:	3.9%
Date of Site Inspection:	13 Feb 2022
Date of Valuation:	31 Mar 2022

Valuation:

Approaches	**Weight**	**JPY**
Cost Approach	0%	1,950,000,000
Direct Capitalization Method	0%	2,660,000,000
DCF Method	100%	2,600,000,000
Appraised Value (DCF Method only)		2,600,000,000
Per GFA (per sqm)		802,000
Per NRA (per sqm)		1,000,000

Assumptions, Disclaimers, Limitations & QualificationsPrepared :

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Valuation Summary

Property Name:	IXINAL Monzen-Nakacho Building
Address:	15-1 and 5 other tracts, Fukuzumi 2-chome, Koto-ku, Tokyo-to
Client:	Mapletree North Asia Commercial Trust Management Ltd (in its capacity as Manager of Mapletree North Asia Commercial Trust) DBS Trustee Limited (in its capacity as Trustee of Mapletree North Asia Commercial Trust)
Purpose:	For the proposed merger of Mapletree Commercial Trust and Mapletree North Asia Commercial Trust by way of a trust scheme of arrangement, and for purposes of corporate and financial reporting
Basis of Valuation:	Market Value
Interest Valued:	Freehold Interest
Tenure	Freehold
Registered Owner:	Sumitomo Mitsui Trust Bank, Limited (Trustee)
Land Area:	2,787.86 sqm (Registered)
Zoning:	Commercial area
Brief Description:	The property, located in the Monzen-Nakacho Area, was completed in 2009. The 5-storey office building is leased to 9 tenants.
Occupancy:	100.0%
Gross Floor Area:	8,303.40 sqm (Registered)
Net Rentable Area:	6,851.88 sqm
Valuation Method:	Cost Approach and Income Approach Income approach applies Direct Capitalization Method and DCF Method.
Capitalisation Rate:	4.0%
Discount Rate:	3.8%
Terminal Capitalisation Rate:	4.1%
Date of Site Inspection:	13 Feb 2022
Date of Valuation:	31 Mar 2022

Valuation:

Approaches	**Weight**	**JPY**
Cost Approach	0%	5,900,000,000
Direct Capitalization Method	0%	8,780,000,000
DCF Method	100%	8,630,000,000
Appraised Value (DCF Method only)		8,630,000,000
Per GFA (per sqm)		1,040,000
Per NRA (per sqm)		1,260,000

Assumptions, Disclaimers, Limitations & QualificationsPrepared :

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Valuation Summary

Property Name:	m BAY POINT Makuhari
Address:	6, Nakase 1-chome, Mihama-ku, Chiba-shi, Chiba-ken
Client:	Mapletree North Asia Commercial Trust Management Ltd (in its capacity as Manager of Mapletree North Asia Commercial Trust) DBS Trustee Limited (in its capacity as Trustee of Mapletree North Asia Commercial Trust)
Purpose:	For the proposed merger of Mapletree Commercial Trust and Mapletree North Asia Commercial Trust by way of a trust scheme of arrangement, and for purposes of corporate and financial reporting.
Basis of Valuation:	Market Value
Interest Valued:	Freehold Interest
Tenure	Freehold
Registered Owner:	Sumitomo Mitsui Trust Bank, Limited (Trustee)
Land Area:	40,602.00 sqm (Registered)
Zoning:	Commercial area
Brief Description:	The property, located in the Makuhari Area, was completed in 1993. The 26-storey office building is leased to 56 tenants.
Occupancy:	92.2%
Gross Floor Area:	170,498.78 sqm (Registered)
Net Rentable Area:	84,772.83 sqm
Valuation Method:	Cost Approach and Income Approach Income approach applies Direct Capitalization Method and DCF Method.
Capitalisation Rate:	4.4%
Discount Rate:	4.2%
Terminal Capitalisation Rate:	4.5%
Date of Site Inspection:	12 Feb 2022
Date of Valuation:	31 Mar 2022

Valuation:

Approaches	**Weight**	**JPY**
Cost Approach	0%	36,100,000,000
Direct Capitalization Method	0%	36,200,000,000
DCF Method	100%	35,500,000,000
Appraised Value (DCF Method only)		35,500,000,000
Per GFA (per sqm)		208,000
Per NRA (per sqm)		419,000

Assumptions, Disclaimers, Limitations & QualificationsPrepared :

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Valuation Summary

Property Name:	Omori Prime Building
Address:	9-4 and 9 other tracts, Minamioi 6-chome, Shinagawa-ku, Tokyo-to
Client:	Mapletree North Asia Commercial Trust Management Ltd (in its capacity as Manager of Mapletree North Asia Commercial Trust) DBS Trustee Limited (in its capacity as Trustee of Mapletree North Asia Commercial Trust)
Purpose:	For the proposed merger of Mapletree Commercial Trust and Mapletree North Asia Commercial Trust by way of a trust scheme of arrangement, and for purposes of corporate and financial reporting
Basis of Valuation:	Market Value
Interest Valued:	Freehold Interest
Tenure	Freehold
Registered Owner:	Mizuho Trust & Banking Co.,Ltd. (Trustee)
Land Area:	1,764.29 sqm (Registered)
Zoning:	Commercial area
Brief Description:	The property, located in the Minamioi Area, was completed in 2002. The 13-storey office building with 1-story basement is leased to 10 tenants.
Occupancy:	100.0%
Gross Floor Area:	10,441.61 sqm (Registered)
Net Rentable Area:	6,797.52 sqm
Valuation Method:	Cost Approach and Income Approach Income approach applies Direct Capitalization Method and DCF Method.
Capitalisation Rate:	3.9%
Discount Rate:	3.7%
Terminal Capitalisation Rate:	4.0%
Date of Site Inspection:	10 Feb 2022
Date of Valuation:	31 Mar 2022

Valuation:

Approaches	**Weight**	**JPY**
Cost Approach	0%	6,300,000,000
Direct Capitalization Method	0%	7,930,000,000
DCF Method	100%	7,660,000,000
Appraised Value (DCF Method only)		7,660,000,000
Per GFA (per sqm)		734,000
Per NRA (per sqm)		1,130,000

Assumptions, Disclaimers, Limitations & QualificationsPrepared :

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Valuation Summary

Property Name:	SII Makuhari Building
Address:	8, Nakase 1-chome, Mihama-ku, Chiba-shi, Chiba-ken
Client:	Mapletree North Asia Commercial Trust Management Ltd (in its capacity as Manager of Mapletree North Asia Commercial Trust) DBS Trustee Limited (in its capacity as Trustee of Mapletree North Asia Commercial Trust)
Purpose:	For the proposed merger of Mapletree Commercial Trust and Mapletree North Asia Commercial Trust by way of a trust scheme of arrangement, and for purposes of corporate and financial reporting
Basis of Valuation:	Market Value
Interest Valued:	Freehold Interest
Tenure	Freehold
Registered Owner:	Sumitomo Mitsui Trust Bank, Limited (Trustee)
Land Area:	15,507.72 sqm (Registered)
Zoning:	Commercial area
Brief Description:	The property, located in the Makuhari Area, was completed in 1993. The 26-storey office building with 1-story basement is leased to an electronic devices tenant.
Occupancy:	100.0%
Gross Floor Area:	70,743.54 sqm (Registered)
Net Rentable Area:	70,743.54 sqm
Valuation Method:	Cost Approach and Income Approach Income approach applies Direct Capitalization Method and DCF Method.
Capitalisation Rate:	4.4%
Discount Rate:	4.2%
Terminal Capitalisation Rate:	4.5%
Date of Site Inspection:	12 Feb 2022
Date of Valuation:	31 Mar 2022

Valuation:

Approaches	**Weight**	**JPY**
Cost Approach	0%	14,000,000,000
Direct Capitalization Method	0%	20,200,000,000
DCF Method	100%	20,500,000,000
Appraised Value (DCF Method only)		20,500,000,000
Per GFA (per sqm)		290,000
Per NRA (per sqm)		290,000

Assumptions, Disclaimers, Limitations & QualificationsPrepared :

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Valuation Summary

Property Name:	TS Ikebukuro Building
Address:	49-4, Higashi-Ikebukuro 2-chome, Toshima-ku, Tokyo-to
Client:	Mapletree North Asia Commercial Trust Management Ltd (in its capacity as Manager of Mapletree North Asia Commercial Trust) DBS Trustee Limited (in its capacity as Trustee of Mapletree North Asia Commercial Trust)
Purpose:	For the proposed merger of Mapletree Commercial Trust and Mapletree North Asia Commercial Trust by way of a trust scheme of arrangement, and for purposes of corporate and financial reporting
Basis of Valuation:	Market Value
Interest Valued:	Freehold Interest
Tenure	Freehold
Registered Owner:	Sumitomo Mitsui Trust Bank, Limited (Trustee)
Land Area:	674.44 sqm (Registered)
Zoning:	Commercial area
Brief Description:	The property, located in the Ikebukuro Area, was completed in 2005. The 9-storey building is leased to a tenant that provides temporary staffing services.
Occupancy:	100.0%
Gross Floor Area:	4,897.92 sqm (Registered)
Net Rentable Area:	4,001.64 sqm
Valuation Method:	Cost Approach and Income Approach Income approach applies Direct Capitalization Method and DCF Method.
Capitalisation Rate:	3.8%
Discount Rate:	3.6%
Terminal Capitalisation Rate:	3.9%
Date of Site Inspection:	01 Feb 2022
Date of Valuation:	31 Mar 2022

Valuation:

Approaches	**Weight**	**JPY**
Cost Approach	0%	3,340,000,000
Direct Capitalization Method	0%	5,650,000,000
DCF Method	100%	5,590,000,000
Appraised Value (DCF Method only)		5,590,000,000
Per GFA (per sqm)		1,140,000
Per NRA (per sqm)		1,400,000

Assumptions, Disclaimers, Limitations & QualificationsPrepared :

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T 822 2170 5800
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Our Reference: SF-0001277483

24 March 2022

Mapletree North Asia Commercial Trust Management Ltd. (in its capacity as manager of Mapletree North Asia Commercial Trust ("MNACT"))

10 Pasir Panjang Road, #13-01

Mapletree Business City

Singapore 117438

&

DBS Trustee Limited (in its capacity as Trustee of Mapletree North Asia Commercial Trust)

12 Marina Blvd, Marina Bay Financial Centre Tower 3
Singapore, 018982

Dear Sir/Madam

SUMMARY LETTER IN RELATION TO THE PROPOSED MERGER OF MAPLETREE COMMERCIAL TRUST AND MAPLETREE NORTH ASIA COMMERCIAL TRUST BY WAY OF A TRUST SCHEME OF ARRANGEMENT

As instructed, by Mapletree North Asia Commercial Trust Management Ltd. ("MNACTM") & DBS Trustee Limited (in its capacity as Trustee of Mapletree North Asia Commercial Trust), we CBRE Korea Company Limited ("CBRE"), have issued valuation report reference No. SF-0001277483 with material date of valuation as at 31 March 2022 ("Valuation Reports"), outlining the Market Value of The Pinnacle Gangnam, 343, Hakdong-ro, Gangnam-gu, Seoul

We provide this Letter which is a condensed version of our more extensive Valuation Report, outlining key factors that have been considered in arriving at our opinions of value. This Letter should be read in conjunction with the issued Valuation Report.

We have issued the comprehensive formal full Valuation Report and this Letter which is vested with MNACT and MNACT Manager, in accordance with the terms of engagement entered into between CBRE and the addressee, dated 31 March 2022.

Basis of Valuation is Market Value subject to existing Freehold Interest in the property.

In accordance with the Royal Institution of Chartered Surveyors (RICS) Valuations - Global Standards 2022, incorporating IVSC International Valuations Standards 2022, the definition of Market Value is as follows:

"The estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion".

We have also prepared this Letter and the valuation certificated in accordance with Rule 222(3) of the SGX's Listing Manual and the Singapore Institute of Surveyors and Valuers (SISV)'s "Practice Guide for Valuation Reporting for REITs, Listed Companies and Initial Public Offerings (IPOs) including inclusion in Prospectus and Circulars", a copy of which can be found on the SGX website https://www.sgx.com/regulation/guides-handbooks.

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The value conclusion reflects all information known by the valuers of CBRE who worked on the valuation in respect to the Property, market conditions and available data.

Source of Information CBRE has relied upon property data supplied by Mapletree North Asia Commercial Trust Management Ltd. (as Manager of Mapletree North Asia Commercial Trust) ("MNACT") which we assume to be true and accurate. VAS takes no responsibility for inaccurate client supplied data and subsequent conclusions related to such data.

Reliance on this Letter

We have prepared this Letter which summarizes our Valuation Reports and outlines key factors which have been considered in arriving at our opinion of value. CBRE has provided the addressee(s) with a comprehensive Valuation Report for the Property.

The valuation and market information are not guarantees or predictions and must be read in consideration of the following:

- This Letter alone does not contain all the necessary data and support information in terms of the valuation, which is included within our Valuation Report. To understand the complexity of the methodology and the many variables involved, reference must be made to the Valuation Reports, copies of which are held by MNACT.
- The conclusions within the Valuation Report as to the estimated value are based upon the factual information set forth in the Valuation Report. Whilst CBRE has endeavoured to assure the accuracy of the factual information, it has not independently verified all information provided by MNACT.
- The primary methodologies used by CBRE in valuing the Properties includes the Capitalisation Method (Direct Capitalisation Approach), Discounted Cashflow Analysis–which is based upon estimates of future financial performance and are not predictions and Direct Comparison Approach. Each methodology begins with a set of assumptions as to income and expenses of the Property and future economic conditions in the local market. The income and expense figures are mathematically extended with adjustments for estimated changes in economic conditions. The resultant value is considered the best practice estimate but is not to be construed as a prediction or guarantee and is fully dependent upon the accuracy of the assumptions as to income, expenses, and market conditions.
- The Valuation Report were undertaken based upon information available and provided to us in March 2022 CBRE accepts no responsibility for subsequent changes in information as to income, expenses, or market conditions, between these dates and the valuation date.

No reliance may be placed upon the contents of this Letter by any party for any purpose other than in connection with the Purpose of Valuation and only with reference to the Valuation Report.

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Property Details

The following provides a brief summary of the key attributes of the property, a Major Business District, Office Building

LAND & BUILDING AREA

Property	Land Area	GFA	NLA
1 The Pinnacle Gangnam	903.54 py	13,444.29 py	7,456.75 py
	2,986.90 sqm	44,444.00 sqm	24,650.46 sqm
		478,390.77 sqft	265,335.12 sqft
Areas are approx. (py-pyeong; sqm- square metres; sqft-square feet)			

TENURE

Tenure	Type	Interest
1 The Pinnacle Gangnam	Freehold	100% Interest

Tenancy Details

The following provides a summary of the tenancies, occupancy and Weighted Average Lease Expiry ("WALE") within the property.

Tenancy Details	Tenant #	Occupancy	WALE
1 The Pinnacle Gangnam	42	97.3%	4 years
Major Tenants - Ralph Lauren Korea Ltd., Fadu Inc., KT, HUVIS CORPORATION., JustCo(korea Onshore)Ltd.. These 5 tenants occupy 45% of the GFA			

Valuation Rationale

In arriving at our opinion of value, we have considered relevant general and economic factors and in particular have investigated recent sales and leasing transactions of comparable properties that have occurred in the commercial property market. We have primarily utilised the Capitalisation Method, Discounted Cashflow Analysis and Direct Comparison Method in undertaking our assessment for the Property. Based on the nature of the real estate, market practice, market evidence and the valuer professional opinion the valuer has adopted a value based on the weighting of 20%, 40%, 40% respectively for each of these methods.

We have been advised the are no Master Leases or Rental Support applicable to these property and no such Master Leases or Rental Support are considered in our valuation assessment of the properties.

CAPITALIZATION METHOD INCOME CAPITALIZATION APPROACH

We have utilised the income capitalisation approach in which the sustainable net income on a fully leased basis has been estimated having regard to the current passing rental income and other income. From this figure, we have deducted applicable outgoings, including operating expenses.

The resultant net income has been capitalized for the remaining tenure of the Property to produce a core capital value. The capitalisation rate adopted reflects the nature, location and tenancy profile of the Property together with current market investment criteria, as evidenced by the sales evidence considered. Thereafter, appropriate capital adjustments have been included which relate to provisions for existing vacancies, rental reversion adjustments and capital expenditure requirements.

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DISCOUNTED CASH FLOW ANALYSIS (DCF)

We have also carried out a discounted cash flow analysis over a 10-year investment horizon in which we have assumed that the Property is sold at the commencement of the eleventh year of the cash flow. This form of analysis allows an investor or owner to make an assessment of the long-term return that is likely to be derived from a property with a combination of both rental and capital growth over an assumed investment horizon. In undertaking this analysis, a wide range of assumptions are made including a target or pre-selected internal rate of return, rental growth, sale price of the property at the end of the investment horizon, costs associated with the initial purchase of the property and also its disposal at the end of the investment period.

We have investigated the current market requirements for an investment return over a 10-year period from commercial office properties. We hold regular discussions with investors active in the market, both as purchasers and owners of commercial office properties.

Our selected terminal capitalisation rate, used to estimate the terminal sale price, takes into consideration perceived market conditions in the future, estimated tenancy and cash flow profile and the overall physical condition of the building in 10 years' time. The adopted terminal capitalisation rate additionally has regard to the duration of the remaining leasehold tenure of the Property at the end of the cash flow period.

DIRECT COMPARISON METHOD

We have also carried out a sales comparison approach. The sales utilized represent the best data available for comparison with the properties. These sales were chosen based upon their proximity, vintage, unit mix and overall characteristics which are the most representative of the subject properties as of the valuation date. Adjustment to these sales are based on certain categories, such as location and average unit size, there are very quantifiable adjustments that can be tied to rents or demographic attributes, while on qualitative differences such as quality/condition, there is a more subjective adjustment made and garnered from experience.

The adopted capitalisation rate, discount rate and terminal capitalisation rate are as follows:

Property	Capitalisation Rate	Discount Rate	Terminal Capitalisation Rate
1 The Pinnacle Gangnam	4.00%	6.00%	4.25%

Valuation methods weighting is 20%, 40%, 40% respectively for Capitalisation Method, Discounted Cashflow Analysis and Direct Comparison Method.

Assessment of Value

We are of the opinion that the Market Value of the freehold interest in the Property, subject to the existing tenancies and occupational arrangements, is as follows:

- The Pinnacle Gangnam, 343 Hakdong-ro, Gangnam-gu, Seoul, is KRW493,400,000,000 (Four Hundred and Ninety Three Billion Four Hundred Million Korean Won)

Key Risks, Assumptions, Disclaimers, Limitations, and Qualifications

CBRE have prepared this Letter and, to the extent permitted by law, specifically disclaim liability to any person in the event of any omission from or false or misleading statement included in this Circular, other than in respect of the information provided within the aforementioned Reports and this Letter. CBRE does not make any warranty or representation as to the accuracy of the information in any other part of this Circular other than as expressly made or given by CBRE in this Letter.

CBRE has relied upon property data supplied by Mapletree which we assume to be true and accurate. CBRE takes no responsibility for inaccurate client supplied data and subsequent conclusions related to such data.

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The reported analyses, opinions and conclusions are limited only by the reported assumptions and limiting conditions, and is our personal, unbiased professional analyses, opinions, and conclusions. CBRE and the respective appraisers involved in each assignment have no present or prospective interest in the Property and have no personal interest or bias with respect to the party(ies) involved.

The valuer's compensation is not contingent upon the reporting of a predetermined value or direction in value that favours the cause of the client, the amount of the value estimate, the attainment of a stipulated result, or the occurrence of a subsequent event (such as a lending proposal or sale negotiation).

We hereby certify that the valuers undertaking these valuations are authorized to practice as appraisers and have at least 5 years of experience in valuing real estate properties in a similar industry and area as the real property in which the valuation is conducted.

None of the information in this Letter or our Valuation Reports constitutes advice as to the merits of entering into any form of transaction. Furthermore, none of the information in this Letter or our Valuation Reports constitutes financial product advice. CBRE does not give any warranty or representation as to the accuracy of the information in any other part of the acquisition.

Neither this letter, nor the Valuation Reports purport to contain all the information that any interested party may require. They do not consider individual circumstances, financial situation, investment objectives or requirements. They are intended to be used as guide only and do not constitute advice including without any limitation, investment, tax, legal or any other type of advice. The valuations stated are only best estimates and are not to be construed as a guarantee. The material contained in these valuations should not be relied upon as a statement or representation of fact without confirmation or satisfaction as to its correctness by independent investigation and review of the Valuation Reports to understand the assumptions and methodologies stated in the valuations.

This Letter and the Valuation Reports are strictly limited to the matters contained within those documents. To the extent permitted by law, CBRE specifically disclaims any liability in respect of the use of or reliance on this Letter to any person in the event of any omission or false or misleading statement other than to the Addressees.

Yours sincerely
CBRE Korea Co. Ltd.



Alex P.W. Chan
MRICS MHKIS RPS(GP)
Head & Executive Director
Valuation & Advisory Services

Encl.: Appendix 1 – Valuation Certificate

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Appendix 1

VALUATION CERTIFICATE



Property:	The Pinnacle Gangnam 343 Hakdong-ro, Gangnam-gu, Seoul
Instructing Party	Mapletree North Asia Commercial Trust Management Ltd. (in its capacity as manager of Mapletree North Asia Commercial Trust ("MNACT")) & DBS Trustee Limited (in its capacity as Trustee of Mapletree North Asia Commercial Trust)
Purpose:	For the purposes of corporate and financial reporting, and the proposed merger of Mapletree Commercial Trust and Mapletree North Asia Commercial Trust.
Legal Description:	Kookmin Bank
Tenure:	Freehold Interests
Interest Valued:	100% Freehold Interest
Basis of Valuation:	Market Value As Is subject to existing tenancies and occupational arrangements
Registered Owner:	Kookmin Bank
Land Area (sqm):	903.54 pyeong (equivalent to 2,986.90 square metres, derived from Korea Land and Housing Corporation/Seoul real estate portal
Zoning/Town Planning:	General Commercial Zone, under Seoul Metropolitan City Government. The current use as office conforms to the permitted use of the site under the current zoning. Current specific development controls include a generic maximum permissible FAR of 800% and a generic maximum permissible BCR of 80%.
Site Description:	The Subject Property is 903.54 pyeong (equivalent to 2,986.90 square metres, derived from Korea Land and Housing Corporation/Seoul real estate portal). It is generally irregular in shape with a slight incline.
Brief Description/ Existing Improvement:	An office development consisting of one 20-storey above-grade office block(s) erected upon a 6-storey basement level(s). The Property comprises of a total gross floor area of 13,444 pyeong completed in 2011 situated in the commercial district of Nonhyeon-dong c. 2.5km to the north of Gangnam Business District (GBD). The Property was renovated in 2018. The Property is currently multi-tenanted and possesses an occupancy rate of 97.33%. The Property is of a steel frame reinforced concrete construction with composite slabs floors and roof construction finished externally with glass curtain wall system and is considered to be maintained and kept in good condition commensurate to its age, use and current status. Taking into account of the Property's inherent characteristics, in particular the investment class, the quality and locality, we consider that the buyer demand for the Property is strong as at the date of valuation. The Property is more fully described, legally, and physically throughout the relevant sections of this valuation report.
Tenancy Profile:	The Property possesses 42 tenants totaling 13,087.13 pyeong with a current occupancy ratio of 97.33%. The Property is achieving KRW103,647 avg. passing rental lease rate p.py p.mth. and with an overall WALE of 4 Years 1 Months 25 Days based on Gross Leasable Area.
Master Lease/ Income Support:	There is no master lease arrangements or income support relating to this property.
Gross Floor Area (GFA):	13,446.16 pyeong (equivalent to 478,457.31 sqft / 44,450.18 sqm)
Net Lettable Area (NLA):	7,456.75 pyeong (equivalent to 265,335.12 sqft / 24,650.46 sqm)
Valuation Approaches:	Capitalisation Method, Discounted Cashflow Analysis & Direct Comparison Method
Methods Weighting	20%/40%/40%
Capitalisation Rate:	4.00%
Discount Rate:	6.00%
Terminal Capitalisation Rate:	4.25%
Date of Inspection:	24-November-2021
Date of Valuation:	31-March-2022
Assessed Value:	**KRW493,400,000,000** **Four Hundred and Ninety Three Billion Four Hundred Million Korean Won**
Capital Value Rate:	Equivalent to KRW11,100,067/sqm GFA or KRW16,931/sqm NLA - USD9,389/sqm GFA or KRW20,015,851/sqm NLA - (Fx = 1,182.22)

Conversion	
pyenog to sqm	x 3.30579
sqm to sqft	x 10.76390

Assumptions, Disclaimers, Limitations & Qualifications

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Prepared By: **CBRE Korea Co. Ltd.**

Per Alex P.W. Chan
MRICS MHKIS RPS(GP)
Head & Executive Director
Valuation & Advisory Services

Reviewed By: **CBRE Korea Co. Ltd.**

Per Claudia S.H. Kim
Assistant Manager
Valuation & Advisory Services

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APPENDIX J – MCT WARRANTIES

All capitalised terms used and not defined in the following extracts shall have the same meanings given to them in the Implementation Agreement, a copy of which is available for inspection during normal business hours at the registered office of the MNACT Manager from the date of this Scheme Document up until the Effective Date.

1. **Status**

1.1 **MCT**

MCT is duly constituted pursuant to the MCT Trust Deed, validly existing under the laws of Singapore and is listed on the Main Board of the SGX-ST.

1.2 **MCT Group**

1.2.1 Each MCT Group Entity is a company, corporation or trust duly incorporated or constituted and validly existing under its laws of incorporation or establishment.

1.2.2 MCT is the direct or indirect legal owner of such percentage of equity interest in each MCT Group Entity as set out in the MCT VDR Document No. 1.4.2, and holds such equity interests on trust for the benefit of the MCT Unitholders in accordance with the MCT Trust Deed, but otherwise free from any Encumbrances. Save as set out in the MCT VDR Document No. 1.4.2, MCT does not own or hold any equity interests in any other Persons.

2. **Pre-emption and Units, etc.**

2.1 **MCT**

2.1.1 All the MCT Units have been duly authorised and validly issued, are fully paid-up and rank *pari passu* in all respects with each other. MCT is not subject to any actual or contingent obligation to issue or convert securities and MCT will not declare, make or pay any distribution (in cash or in kind) to any MCT Unitholders, save for the MCT Permitted Distributions.

2.1.2 All the Consideration Units, when issued, shall be duly authorised, validly issued and fully paid-up and rank *pari passu* in all respects with the existing MCT Units as at the date of their issue.

2.1.3 The Consideration Units shall be issued free from any and all Encumbrances and restrictions on transfers and no Person shall have any rights of pre-emption over any Consideration Unit.

2.1.4 The Consideration Units shall be issued no later than seven Business Days from the Effective Date.

2.2 **MCT Group**

All the issued shares and units of each MCT Group Entity have been duly authorised and validly issued, are fully paid-up and rank *pari passu* in all respects with each other.

3. **No Breach**

Save for the required approvals and consents as set out in Paragraphs 4.3(a)(i) (*Unitholders' Approvals*), 4.3(a)(ii) (*Regulatory Approvals*), 4.3(a)(iii) (*Tax Approvals*), 4.3(a)(viii) (*Authorisations and Consents*) and 4.3(a)(ix) (*Third Parties*) of the Letter to MNACT Unitholders, neither the execution nor performance by the MCT Trustee or the MCT Manager of the Implementation Agreement nor any transaction contemplated under the Implementation Agreement will violate or accelerate the obligations of any MCT Group Entity under any order, writ, injunction or decree of any Governmental Authority applicable to any MCT Group Entity or their respective assets.

4. **Full Disclosure**

4.1.1 (a)(i) All information contained in the Implementation Agreement (including the Schedules in the Implementation Agreement) and the MCT Disclosure Letter (including the MCT Due Diligence Information referred to therein) was when given, and remains, true, correct and not misleading in any material respect; and

(i) none of the MCT Trustee or the MCT Manager is aware of any fact, matter or circumstances which would or is reasonably likely to render any such information untrue, inaccurate or misleading in any material respect,

provided that no warranty or representation shall be given by the MCT Trustee or the MCT Manager in relation to any forecast, estimate, projection or forward-looking statement which has been made by or on behalf of the MCT Group.

All material information in relation to the MCT Group with respect to the period from 1 January 2019 up to and including the Disclosure Cut-Off Date has been announced on the SGXNET in compliance with the Listing Manual.

4.1.2 Following the release of the Joint Announcement, the MCT Manager is not in breach of its continuing disclosure obligations under Chapter 7 of the Listing Manual and is not withholding any information from the MNACT Trustee or the MNACT Manager that is being withheld from public disclosure in reliance on Chapter 7 of the Listing Manual.

4.1.3 There is no information contained in the minutes of the meetings or the written resolutions of the board of directors of the MCT Manager (for the avoidance of doubt, in its capacity as manager of MCT) up to and including the Disclosure Cut-Off Date which would or is reasonably likely to have a material adverse effect on the valuation of the MCT Properties, taken as a whole.

5. **Accounts and Records**

5.1 **Accounts**

5.1.1 The MCT FY20/21 Financial Statements have been properly drawn up in accordance with the FRS[1] (International), the applicable requirements of the Code on Collective Investment Schemes and the provisions of the MCT Trust Deed.

[1] "**FRS**" means the Singapore Financial Reporting Standards

5.1.2 The MCT FY20/21 Financial Statements present fairly, in all material respects, the financial position of the MCT Group as at 31 March 2021, and the total return and the cash flows of the MCT Group for the financial year ended 31 March 2021.

5.1.3 The MCT 1H FY21/22 Unaudited Financial Statements, having regard to their purpose and the fact that they are unaudited:

(i) have been prepared in material accordance with applicable Laws, the FRS (International), the applicable requirements of the Code on Collective Investment Schemes, the provisions of the MCT Trust Deed and the accounting policies of the MCT Group used in preparing the MCT FY20/21 Financial Statements, consistently applied;

(ii) are not affected by any extraordinary, exceptional or non-recurring items; and

(iii) do not materially misstate the financial position, total return and cash flows of the MCT Group as at such date and for such periods.

5.2 **Changes since 31 December 2021**

Save as Disclosed[2] on the SGXNET in 2021 (up to and including the Disclosure Cut-Off Date), there have been no material adverse changes in the financial condition and operation of the MCT Group taken as a whole since 31 December 2021 up to the date hereof and, in particular:

5.2.1 its business has been carried on solely in the ordinary and usual course, without any material interruption or alteration in its nature, scope or manner, and so as to maintain the same as a going concern;

5.2.2 it has not assumed or incurred any material obligations or liabilities (including material contingent liabilities) or made any material payment not provided for in the MCT 1H FY21/22 Unaudited Financial Statements or which is not in the ordinary and usual course of carrying on its business; and

5.2.3 it has not entered into any unusual, long-term and onerous commitments and contracts that would have a material adverse effect on the business, operations, assets or financial condition of the MCT Group, taken as a whole.

5.3 **Absence of Undisclosed Liabilities**

Save as Disclosed on the SGXNET from 1 January 2019 up to and including the Disclosure Cut-Off Date, there are no material liabilities (including material contingent liabilities) of any MCT Group Entity which are outstanding on the part of each MCT Group Entity, and which are not:

5.3.1 liabilities Disclosed or provided for in the MCT 1H FY21/22 Unaudited Financial Statements;

5.3.2 liabilities incurred in the ordinary and usual course of business since 31 December 2021;

[2] "**Disclosed**" means any matter fairly disclosed with sufficient detail to enable the MCT Trustee and the MCT Manager or the MNACT Trustee and the MNACT Manager (as the case may be) to identify the matter in question

5.3.3 liabilities Disclosed elsewhere in the Implementation Agreement or the MCT Disclosure Letter; or

5.3.4 liabilities Disclosed in the MCT Due Diligence Information.

6. **Legal Matters**

6.1 **Compliance with Laws**

6.1.1 Each MCT Group Entity has carried on and is carrying on its business and operations (including the MCT Properties and the use and development of, and additions and alterations to, the MCT Properties) so that there have been no breaches of applicable Laws and by-laws in each country in which they are carried on which has a material adverse effect on the business, operations, assets or financial condition of the MCT Group, taken as a whole.

6.1.2 There have not been and there are no breaches by any MCT Group Entity of its constitutional documents which has a material adverse effect on the business, operations, assets or financial condition of the MCT Group, taken as a whole.

6.1.3 None of the MCT Trustee or the MCT Manager is aware of any investigation or enquiry by, or order, decree, decision or judgment of, any Governmental Authority outstanding or anticipated against any MCT Group Entity and any MCT Property which has had or is reasonably likely to have a material adverse effect on the business, operations, assets or financial condition of the MCT Group, taken as a whole.

6.1.4 No written notice has been received from any Governmental Authority with respect to an alleged, actual or potential violation of or failure to comply with any applicable Law, by-law or constitutional document, or requiring it to take or omit to take any action, which has had or is reasonably likely to have a material adverse effect on the business, operations, assets or financial condition of the MCT Group, taken as a whole.

6.2 **Licences and Consents**

6.2.1 All Licences necessary for the carrying on of the businesses and operations of each MCT Group Entity and each MCT Property (including, as far as the MCT Trustee or the MCT Manager is aware, regularisation of any encroachment by any MCT Property onto any other land) have been obtained, are in full force and effect and all conditions applicable to any such Licence (including all fees and other moneys payable under such Licences) have been and are being complied with in all material respects, unless the failure to obtain any such Licence does not have a material adverse effect on the business, operations, assets or financial condition of the MCT Group, taken as a whole.

6.2.2 As far as the MCT Trustee or the MCT Manager is aware, there is no investigation, enquiry or proceeding outstanding or anticipated which would or is reasonably likely to result in the suspension, cancellation, modification or revocation of any of the Licences that will result in a material adverse effect on the business, operations, assets or financial condition of the MCT Group, taken as a whole.

6.2.3 None of the Licences has been breached, suspended, cancelled, refused, modified or revoked (whether as a result of the entry into the Implementation Agreement or otherwise) that would or is reasonably likely to result in a material adverse effect on the business, operations, assets or financial condition of the MCT Group, taken as a whole, and, so far as the MCT Trustee or the MCT Manager is aware, there is no fact, matter or circumstance which is reasonably likely to give rise to the foregoing.

6.3 **Litigation, Arbitration and Investigations**

6.3.1 No litigation, arbitration or administrative proceeding is current or pending or, as far as the MCT Trustee or the MCT Manager is aware, threatened, to restrain the entry into, the exercise of the MCT Trustee or the MCT Manager's rights under, performance or enforcement of or compliance with its obligations under the Implementation Agreement, except as will not result in a material adverse effect on the business, operations, assets or financial condition of the MCT Group, taken as a whole.

6.3.2 No litigation, arbitration or administrative proceeding is current or pending or, as far as the MCT Trustee or the MCT Manager is aware, threatened (other than in the ordinary course of business), which has or could have a material adverse effect on the business, operations, assets or financial condition of the MCT Group, taken as a whole.

6.3.3 As at the date hereof, MCT is not aware of any investigation or enquiry by any court, tribunal, arbitrator, Governmental Authority or regulatory body outstanding or anticipated against any MCT Group Entity, which has or could have a material adverse effect on the business, operations, assets or financial condition of the MCT Group, taken as a whole.

6.4 **Insolvency**

No Insolvency Event[3] has occurred or is continuing in relation to any MCT Group Entity which has or could have a material adverse effect on the business, operations, assets or financial condition of the MCT Group, taken as a whole.

[3] "**Insolvency Event**" occurs in relation to any Person when:

(a) it is unable to pay its debts as they fall due or it suspends payments due to its creditors (including any class of creditors) or all its liabilities exceed all its assets and such Person fails to rectify the same within three months of the occurrence of such event; or

(b) (i) an order is granted, (ii) a petition or application is presented or filed with any court of competent jurisdiction or (iii) a resolution is passed for:
  (x) it to be Wound-up;
  (y) any arrangement with its creditors or any group of them under which such creditors are to receive less than the full amounts due to them; or
  (z) the appointment of a liquidator, receiver, administrative receiver, administrator, judicial manager, compulsory manager, trustee, supervisor or other similar or analogous officer or official to be appointed over it or any of its assets, business or undertaking;

7. **Contractual Arrangements**

7.1 **Debts, Contracts and Arrangements with Interested Persons etc.**

Save as Disclosed on the SGXNET from 1 January 2019 up to and including the Disclosure Cut-Off Date, there is no interested person transaction (as defined in the Listing Manual) between any MCT Group Entity and any interested person (as defined in the Listing Manual) of MCT which is of a value of 3% or more of the latest audited net tangible assets of the MCT Group on a consolidated basis.

7.2 **Effect of Merger**

The execution and delivery of, and the performance by the MCT Trustee or the MCT Manager of its obligations under the Implementation Agreement and the transactions contemplated hereunder:

7.2.1 does not and will not result in a breach of any provision of the constitutive documents of any MCT Group Entity; and

7.2.2 does not and will not:

(i) conflict with, result in the breach of or constitute a default under any agreement or contract to which any MCT Group Entity is a party, or any loan to or mortgage created by any MCT Group Entity;

(ii) relieve any other party to such contract with any MCT Group Entity of its obligations under such contract;

(iii) entitle any other party to such contract with any MCT Group Entity to terminate or modify such contract, whether summarily or by written notice;

(iv) result in the creation of any Encumbrance under any such contract; or

(v) result in a breach of any order, judgment or decree of any Governmental Authority to which any MCT Group Entity is a party or by which any MCT Group Entity or any of their respective assets is bound,

in each case, except as will not have a material adverse effect on the business, operations, assets or financial condition of the MCT Group, taken as a whole.

7.3 **Contracts**

7.3.1 Save as Disclosed on the SGXNET from 1 January 2019 up to and including the Disclosure Cut-Off Date, no MCT Group Entity is, or has been, a party to any contract or transaction which:

(i) is outside the ordinary and usual course of business;

(ii) is not wholly on an arm's length basis; or

(iii) is of a loss-making nature that would, or is reasonably likely to, result in a material adverse effect on the business, operations, assets or financial condition of the MCT Group, taken as a whole.

7.3.2 Save as Disclosed on the SGXNET from 1 January 2019 up to and including the Disclosure Cut-Off Date, none of the MCT Group Entities:

(i) is, or has agreed to become, a party to any agreement or arrangement which restricts its freedom to carry on its business in any part of the world in such manner as it thinks fit;

(ii) is, or has agreed to become, a member of any joint venture, consortium, partnership or other unincorporated association; or

(iii) is, or has agreed to become, a party to any material agreement or arrangement for participating with others in any business sharing commissions or other income.

7.4 **Compliance with Agreements**

As far as the MCT Trustee or the MCT Manager is aware:

7.4.1 all the contracts and all leases, tenancies, licences, concessions and agreements (and any amendments or waivers with respect thereto) to which any MCT Group Entity is a party and which are material to the operations of the MCT Group, taken as a whole ("**MCT Contracts**") are valid, binding and enforceable obligations of the relevant MCT Group Entity and the terms of the MCT Contracts have been complied with in all material respects by the relevant MCT Group Entity;

7.4.2 there is no fact, matter or circumstance which is reasonably likely to give rise to any breach of any of the MCT Contracts; and

7.4.3 no grounds for rescission, avoidance or repudiation of any of the MCT Contracts and no written notice of termination or of intention to terminate has been received in respect of any of the MCT Contracts,

in each case, except as will not have a material adverse effect on the business, operations, assets or financial condition of the MCT Group, taken as a whole.

8. **Taxation Matters**

8.1 **Provisions or Reserve for Taxation**

8.1.1 Proper provision or reserve has been made in the MCT 1H FY21/22 Unaudited Financial Statements for all Taxation liable to be assessed, charged or imposed on each MCT Group Entity or for which each is or may become accountable in respect of:

(i) profits, gains or income (as computed for Taxation purposes) arising or accruing or deemed to arise or accrue on or before 31 December 2021;

(ii) any Tax Event effected or deemed to be effected on or before 30 September 2021 or provided for in the MCT 1H FY21/22 Unaudited Financial Statements; and

(iii) distributions made or deemed to be made on or before 30 September 2021 or provided for in the MCT 1H FY21/22 Unaudited Financial Statements.

8.1.2 Proper provision or reserve for deferred Taxation in accordance with accounting principles and standards generally accepted at the date hereof in the country of incorporation of the relevant MCT Group Entity has been made in the MCT 1H FY21/22 Unaudited Financial Statements.

8.2 **Returns, Information, Clearances, Incentives**

8.2.1 Each MCT Group Entity has complied in all material respects with all applicable Tax laws, regulations, concessions, consents or clearances imposed by the relevant Taxation authorities.

8.2.2 As far as the MCT Trustee or the MCT Manager is aware, save in respect of Taxes which have already been paid by the MCT Group pending the outcome of an investigation, dispute or potential dispute, no MCT Group Entity is, nor is expected to be involved in, a dispute in relation to Tax, and no Taxation authority has in the last six years of Tax assessment preceding the date hereof investigated or indicated that it intends to investigate any MCT Group Entity's Tax affairs (other than routine compliance review or audit), and there is no fact, matter or circumstance which is reasonably likely to give rise to any of the foregoing.

8.2.3 All Taxes assessed or imposed by any government or governmental or statutory body which have been assessed upon any MCT Group Entity and which are due and payable on or before the Effective Date have been paid and were paid on or before the relevant due date for payment or will be paid before the relevant due date for payment.

8.2.4 All the Tax incentives and preferential Tax treatment enjoyed by the MCT Group as at the date hereof will not, as far as the MCT Trustee or the MCT Manager is aware, be affected, varied, withdrawn or revoked as a result of the Merger, the MCT Acquisition or the Trust Scheme.

8.2.5 MCT has not received any written notification that any of its relief (whether by way of deduction, reduction, set-off, exemption, postponement, roll-over, repayment or allowance or otherwise) from, against or in respect of any Taxation that has been claimed or given to MCT would be effectively withdrawn, postponed, restricted, clawed back or otherwise lost as a result of any act, or omission by MCT, which has or would have a material adverse effect on the business, operations, assets or financial condition of the MCT Group, taken as a whole.

8.2.6 No MCT Group Entity has done or omitted to do anything since any application for any concession, consent or clearance from any Taxation authority that was made which is reasonably likely to cause such concession, consent or clearance to be or become invalid, or to be withdrawn by the relevant Taxation authorities.

8.2.7 The MCT Manager will not take or omit to take any action that will cause such consent or clearance to be or become invalid, or to be withdrawn by the relevant Taxation authorities.

8.3 **Residence**

Each MCT Group Entity has been resident for Tax purposes in its country of incorporation and nowhere else at all times since its incorporation, and will be so resident at the Relevant Date.

8.4 **Finance Leases**

Save as Disclosed in the MCT 1H FY21/22 Unaudited Financial Statements, no MCT Group Entity is or has been the lessor or the lessee under any material finance lease of an asset. For the purposes of this paragraph, "**finance lease**" means any arrangements for the leasing of an asset which fall for the purposes of the accounts of a MCT Group Entity to be treated in accordance with normal accounting practice (based on the lease accounting standards applicable to the preparation of the MCT 1H FY21/22 Unaudited Financial Statements) as a finance lease or loan.

9. **Subsidiaries, Associates and Branches**

No MCT Group Entity:

(a) is the holder or beneficial owner of, or has agreed to acquire, any share, unit or equity interest or loan capital of any other Person (whether incorporated in Singapore or elsewhere); or

(b) has any branch, agency, division, establishment or operations outside the jurisdiction in which it is incorporated.

10. **Insurance**

10.1 All the material assets of each of the MCT Group Entities which are capable of being insured have at all material times been adequately insured against fire and other risks normally insured against by companies carrying on similar businesses or owning assets of a similar nature.

10.2 In respect of all such insurances, each MCT Group Entity has complied in all material respects with the following:

10.2.1 all premiums have been duly paid to date;

10.2.2 all the current policies are valid and enforceable and, as far as the MCT Trustee or the MCT Manager is aware, are not void or voidable; and

10.2.3 no single claim of S$2.0 million or more is outstanding, unpaid or in dispute, and there is no fact, matter or circumstance which is reasonably likely to give rise to any such claim under any of the policies.

11. **Intellectual Property and Information Technology**

11.1 **Ownership etc.**

In all material respects, all Intellectual Property (whether registered or not) and all pending applications thereof which have been and are being used for the business of each MCT Group Entity are (or, where appropriate in the case of pending applications, will be):

11.1.1 legally and beneficially owned by such MCT Group Entity or lawfully used with the consent of the owner under a lease or licence to such MCT Group Entity; and

11.1.2 as far as the MCT Trustee or the MCT Manager is aware, not being infringed or attacked or opposed by any Person, and there is no fact, matter or circumstance which is reasonably likely to give rise to the foregoing.

11.2 **Intellectual Property**

Each MCT Group Entity has complied in all material respects with the following:

11.2.1 all rights in Intellectual Property required for the business of any MCT Group Entity are vested in or validly granted to such MCT Group Entity, subject to the terms thereof, and all renewal fees and steps required for their maintenance or protection have been paid and taken;

11.2.2 no MCT Group Entity has granted or is obliged to grant any licence, sub-licence or assignment in respect of any Intellectual Property owned, used by or otherwise required for the business of such MCT Group Entity, other than to its employees or those of the other MCT Group Entities for the purpose of carrying on its business; and

11.2.3 no MCT Group Entity is in breach of any licence, sub-licence or assignment granted to or by it in respect of any Intellectual Property owned, used by or otherwise required for the business of such MCT Group Entity or is to be made available to it.

11.3 **Process**

As far as the MCT Trustee or the MCT Manager is aware, the processes employed in the businesses conducted by each MCT Group Entity and the products and services dealt in by each MCT Group Entity do not use, embody or infringe any rights or interests of third parties in Intellectual Property (other than those belonging to or licensed to the MCT Group Entities), and no written claims of infringement of any such rights or interests have been made by any Person.

12. **Properties**

12.1 **Properties**

The MCT Properties comprise all of the real property owned in connection with the businesses of the MCT Group Entities.

12.2 **Title**

Each of the MCT Properties is owned by a MCT Group Entity or the MCT Trustee which has proper, legal and good title (save for applicable pre-emption and consent requirements that are required to be complied with in the event of a sale and subject to the terms of the head leases relating to the leasehold properties held by the MCT Group), and in each case free from any Encumbrances, save where the MCT Trustee holds such property on trust for the benefit of the MCT Unitholders in accordance with the MCT Trust Deed and save for Permitted Encumbrances.

12.3 **Title Documents**

12.3.1 As far as the MCT Trustee or the MCT Manager is aware, the terms of the relevant Title Document(s) have been complied with in all material respects and there is no material subsisting breach, nor any material non-observance of any covenant, condition or agreement contained in such Title Document(s) on the part of either the relevant lessor, grantor or issuer of such Title Document(s) or any MCT Group Entity.

12.3.2 Neither the MCT Trustee nor any MCT Group Entity has received any notice from its lessor, grantor or issuer of any Title Documents stating that the MCT Trustee or such MCT Group Entity is in material breach or non-observance of any covenant, condition or agreement contained in the relevant Title Document(s) or that the relevant Title Document(s) has been terminated.

12.4 **Planning and Development**

There is:

12.4.1 no pending planning application, planning appeal or other planning proceeding in respect of the MCT Properties;

12.4.2 no outstanding government or statutory notice relating to the MCT Properties or any business carried on thereat or the uses thereof or the development or additions and alterations carried out thereat; and

12.4.3 no pending or threatened proceeding or action by any Governmental Authority to modify the zoning, classification or present use of the MCT Property or any part thereof,

in each case, except as will not have a material adverse effect on the business, operations, assets or financial condition of the MCT Group, taken as a whole.

12.5 **Government Acquisition**

No written notice has been received from any Governmental Authority with respect to any compulsory acquisition or intended acquisition of land affecting or which is reasonably likely to affect any of the MCT Properties in whole or in part and which has or is reasonably likely to have a material adverse effect on the business, operations, assets or financial condition of the MCT Group, taken as a whole.

13. **Title to Assets (excluding MCT Properties)**

13.1 All assets of each MCT Group Entity (excluding the MCT Properties), including all debts due to each MCT Group Entity which are included in the MCT 1H FY21/22 Unaudited Financial Statements were at 30 September 2021, are the absolute property of such MCT Group Entity and (save for those subsequently disposed of or realised in the ordinary and usual course of business) all such assets and debts which have subsequently been acquired or arisen are the absolute property of such MCT Group Entity.

13.2 All such assets are, where capable of possession, in the possession of or under the control of the relevant MCT Group Entity, or the relevant MCT Group Entity is entitled to take possession or control of such assets.

14. **Employees**

None of the MCT Group Entities has any employees.

15. **Sufficiency of Financial Resources**

The Acquiror has or will have sufficient financial resources to satisfy in full the aggregate cash requirements of the Scheme Consideration, including in the event that all MNACT Unitholders (excluding the wholly-owned subsidiaries of MIPL which hold MNACT Units) elect to receive the Cash-and-Scrip Consideration or the Cash-Only Consideration, or a mixture of both the Cash-and-Scrip Consideration and the Cash-Only Consideration.

APPENDIX K – MNACT WARRANTIES

All capitalised terms used and not defined in the following extracts shall have the same meanings given to them in the Implementation Agreement, a copy of which is available for inspection during normal business hours at the registered office of the MNACT Manager from the date of this Scheme Document up until the Effective Date.

1. **Status**

1.1 **MNACT**

MNACT is duly constituted pursuant to the MNACT Trust Deed, validly existing under the laws of Singapore and is listed on the Main Board of the SGX-ST.

1.2 **MNACT Group**

1.2.1 Each MNACT Group Entity is a company, corporation, trust or limited liability partnership duly incorporated or constituted and validly existing under its laws of incorporation or establishment.

1.2.2 MNACT is the direct or indirect legal owner of such percentage of equity interest in each MNACT Group Entity as set out in the MNACT VDR Document No. 1.1.2, and holds such equity interests on trust for the benefit of the MNACT Unitholders in accordance with the MNACT Trust Deed but otherwise free from any Encumbrances. Save as set out in the MNACT VDR Document No. 1.1.2, MNACT does not own or hold any equity interests in any other Persons.

2. **Pre-emption and Units, etc.**

2.1 **MNACT**

All the MNACT Units have been duly authorised and validly issued, are fully paid-up and rank *pari passu* in all respects with each other. MNACT is not subject to any actual or contingent obligation to issue or convert securities and MNACT will not declare, make or pay any distribution (in cash or in kind) to any MNACT Unitholders, save for the MNACT Permitted Distributions.

2.2 **MNACT Group**

All the issued shares and units of each MNACT Group Entity have been duly authorised and validly issued, are fully paid-up and rank *pari passu* in all respects with each other.

3. **No Breach**

Save for the required approvals and consents as set out in Paragraphs 4.3(a)(i) (*Unitholders' Approvals*), 4.3(a)(ii) (*Regulatory Approvals*), 4.3(a)(iii) (*Tax Approvals*), 4.3(a)(viii) (*Authorisations and Consents*) and 4.3(a)(ix) (*Third Parties*) of the Letter to MNACT Unitholders, neither the execution nor performance by the MNACT Trustee or the MNACT Manager of the Implementation Agreement nor any transaction contemplated under the Implementation Agreement will violate or accelerate the obligations of any MNACT Group Entity under any order, writ, injunction or decree of any Governmental Authority applicable to any MNACT Group Entity or their respective assets.

4. **Full Disclosure**

4.1.1 (a)(i) All information contained in the Implementation Agreement (including the Schedules in the Implementation Agreement) and the MNACT Disclosure Letter (including the MNACT Due Diligence Information referred to therein) was when given, and remains, true, correct and not misleading in any material respect; and

(i) none of the MNACT Trustee or the MNACT Manager is aware of any fact, matter or circumstances which would or is reasonably likely to render any such information untrue, inaccurate or misleading in any material respect,

provided that no warranty or representation shall be given by the MNACT Trustee or the MNACT Manager in relation to any forecast, estimate, projection or forward-looking statement which has been made by or on behalf of the MNACT Group.

4.1.2 All material information in relation to the MNACT Group with respect to the period from 1 January 2019 up to and including the Disclosure Cut-Off Date has been announced on the SGXNET in compliance with the Listing Manual.

4.1.3 Following the release of the Joint Announcement, the MNACT Manager is not in breach of its continuing disclosure obligations under Chapter 7 of the Listing Manual and is not withholding any information from the MCT Trustee or the MCT Manager that is being withheld from public disclosure in reliance on Chapter 7 of the Listing Manual.

4.1.4 There is no information contained in the minutes of the meetings or the written resolutions of the board of directors of the MNACT Manager (for the avoidance of doubt, in its capacity as manager of MNACT) up to and including the Disclosure Cut-Off Date which would or is reasonably likely to have a material adverse effect on the valuation of the MNACT Properties, taken as a whole.

5. **Accounts and Records**

5.1 **Accounts**

5.1.1 The MNACT FY20/21 Financial Statements have been properly drawn up in accordance with the FRS[1] (International), the applicable requirements of the Code on Collective Investment Schemes and the provisions of the MNACT Trust Deed.

5.1.2 The MNACT FY20/21 Financial Statements present fairly, in all material respects, the financial position of the MNACT Group as at 31 March 2021, and the total return and the cash flows of the MNACT Group for the financial year ended 31 March 2021.

5.1.3 The MNACT 1H FY21/22 Unaudited Financial Statements, having regard to their purpose and the fact that they are unaudited:

(i) have been prepared in material accordance with applicable Laws, the FRS (International), the applicable requirements of the Code on Collective Investment Schemes, the provisions of the MNACT Trust Deed and the accounting policies of the MNACT Group used in preparing the MNACT FY20/21 Financial Statements, consistently applied;

[1] "**FRS**" means the Singapore Financial Reporting Standards

(ii) are not affected by any extraordinary, exceptional or non-recurring items; and

(iii) do not materially misstate the financial position, total return and cash flows of the MNACT Group as at such date and for such periods.

5.2 **Changes since 31 December 2021**

Save as Disclosed[2] on the SGXNET in 2021 (up to and including the Disclosure Cut-Off Date), there have been no material adverse changes in the financial condition and operation of the MNACT Group taken as a whole since 31 December 2021 up to the date hereof and, in particular:

5.2.1 its business has been carried on solely in the ordinary and usual course, without any material interruption or alteration in its nature, scope or manner, and so as to maintain the same as a going concern;

5.2.2 it has not assumed or incurred any material obligations or liabilities (including material contingent liabilities) or made any material payment not provided for in the MNACT 1H FY21/22 Unaudited Financial Statements or which is not in the ordinary and usual course of carrying on its business; and

5.2.3 it has not entered into any unusual, long-term and onerous commitments and contracts that would have a material adverse effect on the business, operations, assets or financial condition of the MNACT Group, taken as a whole.

5.3 **Absence of Undisclosed Liabilities**

Save as Disclosed on the SGXNET from 1 January 2019 up to and including the Disclosure Cut-Off Date, there are no material liabilities (including material contingent liabilities) of any MNACT Group Entity which are outstanding on the part of each MNACT Group Entity, and which are not:

5.3.1 liabilities Disclosed or provided for in the MNACT 1H FY21/22 Unaudited Financial Statements;

5.3.2 liabilities incurred in the ordinary and usual course of business since 31 December 2021;

5.3.3 liabilities Disclosed elsewhere in the Implementation Agreement or the MNACT Disclosure Letter; or

5.3.4 liabilities Disclosed in the MNACT Due Diligence Information.

6. **Legal Matters**

6.1 **Compliance with Laws**

6.1.1 Each MNACT Group Entity has carried on and is carrying on its business and operations (including the MNACT Properties and the use and development of, and additions and alterations to, the MNACT Properties) so that there have been no breaches of applicable Laws and by-laws in each country in which they are carried on which has a material adverse effect on the business, operations, assets or financial condition of the MNACT Group, taken as a whole.

[2] "**Disclosed**" means any matter fairly disclosed with sufficient detail to enable the MCT Trustee and the MCT Manager or the MNACT Trustee and the MNACT Manager (as the case may be) to identify the matter in question

6.1.2 There have not been and there are no breaches by any MNACT Group Entity of its constitutional documents which has a material adverse effect on the business, operations, assets or financial condition of the MNACT Group, taken as a whole.

6.1.3 None of the MNACT Trustee or the MNACT Manager is aware of any investigation or enquiry by, or order, decree, decision or judgment of, any Governmental Authority outstanding or anticipated against any MNACT Group Entity and any MNACT Property which has had or is reasonably likely to have a material adverse effect on the business, operations, assets or financial condition of the MNACT Group, taken as a whole.

6.1.4 No written notice has been received from any Governmental Authority with respect to an alleged, actual or potential violation of or failure to comply with any applicable Law, by-law or constitutional document, or requiring it to take or omit to take any action, which has had or is reasonably likely to have a material adverse effect on the business, operations, assets or financial condition of the MNACT Group, taken as a whole.

6.2 **Licences and Consents**

6.2.1 All Licences necessary for the carrying on of the businesses and operations of each MNACT Group Entity and each MNACT Property (including, as far as the MNACT Trustee or the MNACT Manager is aware, regularisation of any encroachment by any MNACT Property onto any other land) have been obtained, are in full force and effect and all conditions applicable to any such Licence (including all fees and other moneys payable under such Licences) have been and are being complied with in all material respects, unless the failure to obtain any such Licence does not have a material adverse effect on the business, operations, assets or financial condition of the MNACT Group, taken as a whole.

6.2.2 As far as the MNACT Trustee or the MNACT Manager is aware, there is no investigation, enquiry or proceeding outstanding or anticipated which would or is reasonably likely to result in the suspension, cancellation, modification or revocation of any of the Licences that will result in a material adverse effect on the business, operations, assets or financial condition of the MNACT Group, taken as a whole.

6.2.3 None of the Licences has been breached, suspended, cancelled, refused, modified or revoked (whether as a result of the entry into the Implementation Agreement or otherwise) that would or is reasonably likely to result in a material adverse effect on the business, operations, assets or financial condition of the MNACT Group, taken as a whole, and, so far as the MNACT Trustee or the MNACT Manager is aware, there is no fact, matter or circumstance which is reasonably likely to give rise to the foregoing.

6.3 **Litigation, Arbitration and Investigations**

6.3.1 No litigation, arbitration or administrative proceeding is current or pending or, as far as the MNACT Trustee or the MNACT Manager is aware, threatened, to restrain the entry into, the exercise of the MNACT Trustee or the MNACT Manager's rights under, performance or enforcement of or compliance with its obligations under the Implementation Agreement, except as will not result in a material adverse effect on the business, operations, assets or financial condition of the MNACT Group, taken as a whole.

6.3.2 No litigation, arbitration or administrative proceeding is current or pending or, as far as the MNACT Trustee or the MNACT Manager is aware, threatened (other than in the ordinary course of business), which has or could have a material adverse effect on the business, operations, assets or financial condition of the MNACT Group, taken as a whole.

6.3.3 As at the date hereof, MNACT is not aware of any investigation or enquiry by any court, tribunal, arbitrator, Governmental Authority or regulatory body outstanding or anticipated against any MNACT Group Entity, which has or could have a material adverse effect on the business, operations, assets or financial condition of the MNACT Group, taken as a whole.

6.4 **Insolvency**

No Insolvency Event[3] has occurred or is continuing in relation to any MNACT Group Entity which has or could have a material adverse effect on the business, operations, assets or financial condition of the MNACT Group, taken as a whole.

7. **Contractual Arrangements**

7.1 **Debts, Contracts and Arrangements with Interested Persons etc.**

Save as Disclosed on the SGXNET from 1 January 2019 up to and including the Disclosure Cut-Off Date, there is no interested person transaction (as defined in the Listing Manual) between any MNACT Group Entity and any interested person (as defined in the Listing Manual) of MNACT which is of a value of 3% or more of the latest audited net tangible assets of the MNACT Group on a consolidated basis.

7.2 **Effect of Merger**

The execution and delivery of, and the performance by the MNACT Trustee or the MNACT Manager of its obligations under the Implementation Agreement and the transactions contemplated hereunder:

7.2.1 does not and will not result in a breach of any provision of the constitutive documents of any MNACT Group Entity; and

7.2.2 does not and will not:

(i) conflict with, result in the breach of or constitute a default under any agreement or contract to which any MNACT Group Entity is a party, or any loan to or mortgage created by any MNACT Group Entity;

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[3] "**Insolvency Event**" occurs in relation to any Person when:
(a) it is unable to pay its debts as they fall due or it suspends payments due to its creditors (including any class of creditors) or all its liabilities exceed all its assets and such Person fails to rectify the same within three months of the occurrence of such event; or
(b) (i) an order is granted, (ii) a petition or application is presented or filed with any court of competent jurisdiction or (iii) a resolution is passed for:
(x) it to be Wound-up;
(y) any arrangement with its creditors or any group of them under which such creditors are to receive less than the full amounts due to them; or
(z) the appointment of a liquidator, receiver, administrative receiver, administrator, judicial manager, compulsory manager, trustee, supervisor or other similar or analogous officer or official to be appointed over it or any of its assets, business or undertaking;

(ii) relieve any other party to such contract with any MNACT Group Entity of its obligations under such contract;

(iii) entitle any other party to such contract with any MNACT Group Entity to terminate or modify such contract, whether summarily or by written notice;

(iv) result in the creation of any Encumbrance under any such contract; or

(v) result in a breach of any order, judgment or decree of any Governmental Authority to which any MNACT Group Entity is a party or by which any MNACT Group Entity or any of their respective assets is bound,

in each case, except as will not have a material adverse effect on the business, operations, assets or financial condition of the MNACT Group, taken as a whole.

7.3 **Contracts**

7.3.1 Save as Disclosed on the SGXNET from 1 January 2019 up to and including the Disclosure Cut-Off Date, no MNACT Group Entity is, or has been, a party to any contract or transaction which:

(i) is outside the ordinary and usual course of business;

(ii) is not wholly on an arm's length basis; or

(iii) is of a loss-making nature that would, or is reasonably likely to, result in a material adverse effect on the business, operations, assets or financial condition of the MNACT Group, taken as a whole.

7.3.2 Save as Disclosed on the SGXNET from 1 January 2019 up to and including the Disclosure Cut-Off Date, none of the MNACT Group Entities:

(i) is, or has agreed to become, a party to any agreement or arrangement which restricts its freedom to carry on its business in any part of the world in such manner as it thinks fit;

(ii) is, or has agreed to become, a member of any joint venture, consortium, partnership or other unincorporated association; or

(iii) is, or has agreed to become, a party to any material agreement or arrangement for participating with others in any business sharing commissions or other income.

7.4 **Compliance with Agreements**

As far as the MNACT Trustee or the MNACT Manager is aware:

7.4.1 all the contracts and all leases, tenancies, licences, concessions and agreements (and any amendments or waivers with respect thereto) to which any MNACT Group Entity is a party and which are material to the operations of the MNACT Group, taken as a whole ("**MNACT Contracts**") are valid, binding and enforceable obligations of the relevant MNACT Group Entity and the terms of the MNACT Contracts have been complied with in all material respects by the relevant MNACT Group Entity;

7.4.2 there is no fact, matter or circumstance which is reasonably likely to give rise to any breach of any of the MNACT Contracts; and

7.4.3 no grounds for rescission, avoidance or repudiation of any of the MNACT Contracts and no written notice of termination or of intention to terminate has been received in respect of any of the MNACT Contracts,

in each case, except as will not have a material adverse effect on the business, operations, assets or financial condition of the MNACT Group, taken as a whole.

8. **Taxation Matters**

8.1 **Provisions or Reserve for Taxation**

8.1.1 Proper provision or reserve has been made in the MNACT 1H FY21/22 Unaudited Financial Statements for all Taxation liable to be assessed, charged or imposed on each MNACT Group Entity or for which each is or may become accountable in respect of:

(i) profits, gains or income (as computed for Taxation purposes) arising or accruing or deemed to arise or accrue on or before 31 December 2021;

(ii) any Tax Event effected or deemed to be effected on or before 30 September 2021 or provided for in the MNACT 1H FY21/22 Unaudited Financial Statements; and

(iii) distributions made or deemed to be made on or before 30 September 2021 or provided for in the MNACT 1H FY21/22 Unaudited Financial Statements.

8.1.2 Proper provision or reserve for deferred Taxation in accordance with accounting principles and standards generally accepted at the date hereof in the country of incorporation of the relevant MNACT Group Entity has been made in the MNACT 1H FY21/22 Unaudited Financial Statements.

8.2 **Returns, Information, Clearances, Incentives**

8.2.1 Each MNACT Group Entity has complied in all material respects with all applicable Tax laws, regulations, concessions, consents or clearances imposed by the relevant Taxation authorities.

8.2.2 As far as the MNACT Trustee or the MNACT Manager is aware, save in respect of Taxes which have already been paid by the MNACT Group pending the outcome of an investigation, dispute or potential dispute, no MNACT Group Entity is, nor is expected to be involved in, a dispute in relation to Tax, and no Taxation authority has in the last six years of Tax assessment preceding the date hereof investigated or indicated that it intends to investigate any MNACT Group Entity's Tax affairs (other than routine compliance review or audit), and there is no fact, matter or circumstance which is reasonably likely to give rise to any of the foregoing.

8.2.3 All Taxes assessed or imposed by any government or governmental or statutory body which have been assessed upon any MNACT Group Entity and which are due and payable on or before the Effective Date have been paid and were paid on or before the relevant due date for payment or will be paid before the relevant due date for payment.

8.2.4 All the Tax incentives and preferential Tax treatment enjoyed by the MNACT Group as at the date hereof will not, as far as the MNACT Trustee or the MNACT Manager is aware, be affected, varied, withdrawn or revoked as a result of the Merger, the MCT Acquisition or the Trust Scheme.

8.2.5 MNACT has not received any written notification that any of its relief (whether by way of deduction, reduction, set-off, exemption, postponement, roll-over, repayment or allowance or otherwise) from, against or in respect of any Taxation that has been claimed or given to MNACT would be effectively withdrawn, postponed, restricted, clawed back or otherwise lost as a result of any act, or omission by MNACT, which has or would have a material adverse effect on the business, operations, assets or financial condition of the MNACT Group, taken as a whole.

8.2.6 No MNACT Group Entity has done or omitted to do anything since any application for any concession, consent or clearance from any Taxation authority that was made which is reasonably likely to cause such concession, consent or clearance to be or become invalid, or to be withdrawn by the relevant Taxation authorities.

8.2.7 The MNACT Manager will not take or omit to take any action that will cause such consent or clearance to be or become invalid, or to be withdrawn by the relevant Taxation authorities.

8.3 **Residence**

Each MNACT Group Entity has been resident for Tax purposes in its country of incorporation and nowhere else at all times since its incorporation, and will be so resident at the Relevant Date.

8.4 **Finance Leases**

Save as Disclosed in the MNACT 1H FY21/22 Unaudited Financial Statements, no MNACT Group Entity is or has been the lessor or the lessee under any material finance lease of an asset. For the purposes of this paragraph, "**finance lease**" means any arrangements for the leasing of an asset which fall for the purposes of the accounts of a MNACT Group Entity to be treated in accordance with normal accounting practice (based on the lease accounting standards applicable to the preparation of the MNACT 1H FY21/22 Unaudited Financial Statements) as a finance lease or loan.

9. **Subsidiaries, Associates and Branches**

No MNACT Group Entity:

(a) is the holder or beneficial owner of, or has agreed to acquire, any share, unit or equity interest or loan capital of any other Person (whether incorporated in Singapore or elsewhere); or

(b) has any branch, agency, division, establishment or operations outside the jurisdiction in which it is incorporated.

10. **Insurance**

10.1 All the material assets of each of the MNACT Group Entities which are capable of being insured have at all material times been adequately insured against fire and other risks normally insured against by companies carrying on similar businesses or owning assets of a similar nature.

10.2 In respect of all such insurances, each MNACT Group Entity has complied in all material respects with the following:

10.2.1 all premiums have been duly paid to date;

10.2.2 all the current policies are valid and enforceable and, as far as the MNACT Trustee or the MNACT Manager is aware, are not void or voidable; and

10.2.3 no single claim of S$2.0 million or more is outstanding, unpaid or in dispute, and there is no fact, matter or circumstance which is reasonably likely to give rise to any such claim under any of the policies.

11. **Intellectual Property and Information Technology**

11.1 **Ownership etc.**

In all material respects, all Intellectual Property (whether registered or not) and all pending applications thereof which have been and are being used for the business of each MNACT Group Entity are (or, where appropriate in the case of pending applications, will be):

11.1.1 legally and beneficially owned by such MNACT Group Entity or lawfully used with the consent of the owner under a lease or licence to such MNACT Group Entity; and

11.1.2 as far as the MNACT Trustee or the MNACT Manager is aware, not being infringed or attacked or opposed by any Person, and there is no fact, matter or circumstance which is reasonably likely to give rise to the foregoing.

11.2 **Intellectual Property**

Each MNACT Group Entity has complied in all material respects with the following:

11.2.1 all rights in Intellectual Property required for the business of any MNACT Group Entity are vested in or validly granted to such MNACT Group Entity, subject to the terms thereof, and all renewal fees and steps required for their maintenance or protection have been paid and taken;

11.2.2 no MNACT Group Entity has granted or is obliged to grant any licence, sub-licence or assignment in respect of any Intellectual Property owned, used by or otherwise required for the business of such MNACT Group Entity, other than to its employees or those of the other MNACT Group Entities for the purpose of carrying on its business; and

11.2.3 no MNACT Group Entity is in breach of any licence, sub-licence or assignment granted to or by it in respect of any Intellectual Property owned, used by or otherwise required for the business of such MNACT Group Entity or is to be made available to it.

11.3 **Process**

As far as the MNACT Trustee or the MNACT Manager is aware, the processes employed in the businesses conducted by each MNACT Group Entity and the products and services dealt in by each MNACT Group Entity do not use, embody or infringe any rights or interests of third parties in Intellectual Property (other than those belonging to or licensed to the MNACT Group Entities), and no written claims of infringement of any such rights or interests have been made by any Person.

12. **Properties**

12.1 **Properties**

The MNACT Properties comprise all of the real property owned in connection with the businesses of the MNACT Group Entities.

12.2 **Title**

Each of the MNACT Properties is owned by a MNACT Group Entity or the MNACT Trustee which has proper, legal and good title (save for applicable pre-emption and consent requirements that are required to be complied with in the event of a sale and subject to the terms of the head leases relating to the leasehold properties held by the MNACT Group), and in each case free from any Encumbrances, save where the MNACT Trustee holds such property on trust for the benefit of the MNACT Unitholders in accordance with the MNACT Trust Deed and save for Permitted Encumbrances.

12.3 **Title Documents**

12.3.1 As far as the MNACT Trustee or the MNACT Manager is aware, the terms of the relevant Title Document(s) have been complied with in all material respects and there is no material subsisting breach, nor any material non-observance of any covenant, condition or agreement contained in such Title Document(s) on the part of either the relevant lessor, grantor or issuer of such Title Document(s) or any MNACT Group Entity.

12.3.2 Neither the MNACT Trustee nor any MNACT Group Entity has received any notice from its lessor, grantor or issuer of any Title Documents stating that the MNACT Trustee or such MNACT Group Entity is in material breach or non-observance of any covenant, condition or agreement contained in the relevant Title Document(s) or that the relevant Title Document(s) has been terminated.

12.4 **Planning and Development**

There is:

12.4.1 no pending planning application, planning appeal or other planning proceeding in respect of the MNACT Properties;

12.4.2 no outstanding government or statutory notice relating to the MNACT Properties or any business carried on thereat or the uses thereof or the development or additions and alterations carried out thereat; and

12.4.3 no pending or threatened proceeding or action by any Governmental Authority to modify the zoning, classification or present use of the MNACT Property or any part thereof,

in each case, except as will not have a material adverse effect on the business, operations, assets or financial condition of the MNACT Group, taken as a whole.

12.5 **Government Acquisition**

No written notice has been received from any Governmental Authority with respect to any compulsory acquisition or intended acquisition of land affecting or which is reasonably likely to affect any of the MNACT Properties in whole or in part and which has or is reasonably likely to have a material adverse effect on the business, operations, assets or financial condition of the MNACT Group, taken as a whole.

13. **Title to Assets (excluding MNACT Properties)**

13.1 All assets of each MNACT Group Entity (excluding the MNACT Properties), including all debts due to each MNACT Group Entity which are included in the MNACT 1H FY21/22 Unaudited Financial Statements were at 30 September 2021, are the absolute property of such MNACT Group Entity and (save for those subsequently disposed of or realised in the ordinary and usual course of business) all such assets and debts which have subsequently been acquired or arisen are the absolute property of such MNACT Group Entity.

13.2 All such assets are, where capable of possession, in the possession of or under the control of the relevant MNACT Group Entity, or the relevant MNACT Group Entity is entitled to take possession or control of such assets.

14. **Employees**

None of the MNACT Group Entities has any employees.

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APPENDIX L – PRESCRIBED OCCURRENCES

All capitalised terms used and not defined in the following extracts shall have the same meanings given to them in the Implementation Agreement, a copy of which is available for inspection during normal business hours at the registered office of the MNACT Manager from the date of this Scheme Document up until the Effective Date.

Part 1 Prescribed Occurrences with respect to MCT

1. **Amendment of Trust Deeds**

The MCT Manager making any amendment to the MCT Trust Deed without the prior written consent of MNACT (such consent not to be unreasonably withheld or delayed), save for the MCT Trust Deed Amendments[1] or amendments necessary or required to facilitate the implementation of, or to give effect to, the Merger, or the MCT Acquisition and the transactions contemplated by the Implementation Agreement.

2. **Conversion of MCT Units**

The MCT Trustee sub-dividing or consolidating any or all of the MCT Units into a larger or smaller number of MCT Units without the prior written consent of MNACT (such consent not to be unreasonably withheld or delayed).

3. **Issuance of Units or Shares**

The MCT Trustee (or any MCT Group Entity) allotting or issuing, or granting an option to subscribe for, any MCT Units, shares, units or equity securities of any MCT Group Entity (including pursuant to the MCT Distribution Reinvestment Plan),[2] or securities convertible into MCT Units or into such shares, units or equity securities, save for (i) any issuance of MCT Units to the MCT Manager as payment of fees (including base management fees, performance management fees and, if any, acquisition or divestment fees), as consistent with its usual policy of electing to receive MCT Units in line with past practice and (ii) any issuance of MCT Units pursuant to the Preferential Offering.

4. Securities Buy-back

The MCT Trustee (or any MCT Group Entity):

(a) entering into a securities buy-back or repurchase agreement;

(b) resolving to approve the terms of a securities buy-back or repurchase agreement under the relevant securities legislation or the MCT Trust Deed (save for any unit buy-back mandate that may be approved at the annual general meeting of MCT); or

(c) buying-back or repurchasing any issued MCT Units, without the prior written consent of MNACT (such consent not to be unreasonably withheld or delayed).

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1 "**MCT Trust Deed Amendments**" means the proposed amendments to the MCT Trust Deed to amend the fee structure of MCT with respect to the fees payable to the MCT Manager to reflect the fee structure in the MNACT Trust Deed such that the existing fee structure of MNACT is adopted for the Merged Entity with effect from the Effective Date, and such other amendments as may be agreed between the MCT Manager, the MCT Trustee and the MNACT Manager to give effect to the foregoing.

2 "**MCT Distribution Reinvestment Plan**" means the distribution reinvestment plan of MCT under which MCT Unitholders may elect to receive fully paid MCT Units in lieu of the cash amount of any distribution which is declared on the MCT Units held by them (after the deduction of applicable income tax, if any), subject to such terms and conditions set out in the distribution reinvestment plan statement as may be amended from time to time.

5. **Distributions**

Save for the MCT Permitted Distributions, the MCT Manager declaring, making or paying any distribution to the MCT Unitholders without the prior written consent of MNACT (such consent not to be unreasonably withheld or delayed), for avoidance of doubt, no distribution (including the MCT Permitted Distributions) may be made pursuant to the MCT Distribution Reinvestment Plan and no new MCT Units may be issued to the MCT Unitholders in lieu of the cash amount of any distribution which is declared on the MCT Units held by them.

6. **Borrowings, Indebtedness**

The MCT Trustee (or any MCT Group Entity) incurring any additional borrowings or indebtedness, including by way of the issuance of bonds, notes or other debt securities (whether or not convertible or exchangeable into units and whether or not accounted as equity) without the prior written consent of MNACT (such consent not to be unreasonably withheld or delayed), save for:

(a) any securities issued pursuant to the MCT Programme[3] or any securities issued for the purposes of refinancing or funding the redemption of any securities issued pursuant to the MCT Programme;

(b) the refinancing of any debt obligations prior to their due date;

(c) any borrowing or indebtedness incurred to finance the Scheme Consideration or to fund any capital expenditure permitted in Paragraph 9 of this Appendix L, Part 1 or any acquisition permitted in Paragraph 10 of this Appendix L, Part 1; and

(d) any borrowing or indebtedness incurred from time to time in relation to working capital requirements not exceeding S$50.0 million whether under the existing MCT Revolving Credit Facilities[4] or otherwise.

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[3] "**MCT Programme**" means the S$3.0 billion Multicurrency Medium Term Note Programme of Mapletree Commercial Trust Treasury Company Pte. Ltd. and the MCT Trustee which was first established on 8 August 2012 with the the maximum aggregate principal amount of notes and perpetual securities that may be issued thereunder subsequently increased on 29 June 2018.

[4] "**MCT Revolving Credit Facilities**" means the existing revolving credit facilities entered into by the MCT Group as at the date of the Implementation Agreement, namely the revolving credit facilities under the:

(a) S$70,000,000 Facility Agreement entered into between the MCT Trustee and Credit Industriel et Commercial, Singapore Branch dated 23 April 2020;

(b) S$670,000,000 Facility Agreement entered into between the MCT Trustee and Bank of China Limited, Singapore Branch, Citibank N.A., Singapore Branch, DBS Bank Ltd., Oversea-Chinese Banking Corporation Limited and Sumitomo Mitsui Banking Corporation, Singapore Branch dated 21 October 2019;

(c) S$50,000,000 Facility Agreement entered into between the MCT Trustee and Oversea-Chinese Banking Corporation Limited dated 21 June 2018;

(d) S$100,000,000 Facility Agreement entered into between the MCT Trustee and United Overseas Bank Limited dated 21 June 2018; and

(e) S$200,000,000 Facility Agreement entered into between the MCT Trustee and Mizuho Bank Ltd dated 21 January 2014 and amended by the amendment letters dated 9 December 2014, 6 December 2016 and 26 March 2018;

and "**MCT Revolving Credit Facility**" means any one of the MCT Revolving Credit Facilities.

7. **Guarantees, Indemnities**

The MCT Trustee (or any MCT Group Entity) shall not:

(a) enter into any guarantee, indemnity or other arrangement to secure any obligation of any Person (other than a MCT Group Entity); or

(b) create any Encumbrance over any of MCT (or any MCT Group Entity)'s assets or undertakings,

in each case without the prior written consent of MNACT (such consent not to be unreasonably withheld or delayed), save in the ordinary course of business or in respect of any borrowings or indebtedness permitted in Paragraph 6 of this Appendix L, Part 1.

8. **Hedging**

The MCT Trustee (or any MCT Group Entity) entering into any material hedging and other derivative or off-balance sheet transactions without the prior written consent of MNACT (such consent not to be unreasonably withheld or delayed), save with respect to any cash-flow hedging for an underlying exposure which is permitted in Paragraph 6 of this Appendix L, Part 1**,** carrying out hedging activities in the ordinary course of business such as usage of currency forwards to hedge distributable income and interest rate swaps, cross currency interest rate swaps to hedge the interest rate risks.

9. **Capital Expenditure**

The MCT Trustee (or any MCT Group Entity) making or incurring any capital expenditure without the prior written consent of MNACT (such consent not to be unreasonably withheld or delayed), save for:

(a) any MCT Approved Capex;[5] and

(b) any capital expenditure incurred in the ordinary course of business, including but not limited to reconfiguration of units, building rectifications and fitting renewals, equipment repairs and replacements but excluding any fitout contributions granted to tenants.

10. **Acquisitions and Disposals**

The MCT Trustee (or any MCT Group Entity):

(a) entering into, undertaking or completing any acquisition of any real property, assets or securities in any entity, partnership or trust;

(b) entering into, undertaking or completing any sale, conveyance, transfer, assumption or disposal of any real property, assets or securities in any entity, partnership or trust; or

[5] "**MCT Approved Capex**" means:
(a) any capital expenditure; or
(b) any alteration or addition to any MCT Property,
which has been approved and budgeted for as at the date of the Implementation Agreement or to be approved and budgeted for in respect of FY22/23 with the amount reasonably consistent with previous financial years.

(c) creating any Encumbrance over or granting any rights or easements over any MCT Property,

without the prior written consent of MNACT (such consent not to be unreasonably withheld or delayed).

11. **Real Property**

In relation to the MCT Properties, the MCT Trustee (or any MCT Group Entity):

(a) applying for any planning permission or sub-division of any MCT Property, or implementing any planning permission or sub-division of any MCT Property already obtained but not implemented, in each case which is reasonably likely to have a material adverse effect on the business, operations, assets or financial condition of the MCT Group, taken as a whole (save in respect of any MCT Approved Capex);

(b) carrying out any alteration or addition to any MCT Property which has not been approved or budgeted for as at the date of the Implementation Agreement, save for any fitting out works carried out by an Occupier pursuant to an Occupation Agreement or other than in the ordinary course of business;

(c) terminating, or agreeing to any variation of, or entering into any new leases in replacement of, the leases entered into with any of the MCT Top Tenants;[6]

(d) effecting any change of use of any MCT Property which is reasonably likely to have a material adverse effect on the business, operations, assets or financial condition of the MCT Group, taken as a whole;

(e) amending, modifying or varying any Title Document,[7] in each case, except as will not have a material adverse effect on the business, operations, assets or financial condition of the MCT Group, taken as a whole; or

(f) releasing the lessor, grantor or issuer under any Title Document(s) from any of its obligations, failing to exercise any rights or powers of termination under any Title Document(s) or waiving any breaches of any Title Document(s), in each case, in any material respect,

without the prior written consent of MNACT (such consent not to be unreasonably withheld or delayed). Further, in the event that MCT gives notice in writing to MNACT on the matters under sub-paragraph 11(c) of this Appendix L, Part 1 in order to seek consent from MNACT on the matters thereto and MNACT does not inform MCT whether it consents to the foregoing (or fails to respond within five Business Days of the date of the notice), MNACT shall be deemed to have consented to the matters which MCT had sought consent for.

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6 "**MCT Top Tenants**" means the top ten tenants of the portfolio of MCT Properties based on the aggregate gross rental income across the portfolio as at the date of the Implementation Agreement.

7 "**Title Documents**" means documents of title (including land grants, leases, building agreements and agreements to lease) relating to the MCT Properties or the MNACT Properties, as the case may be, and "**Title Document**" means any of such documents.

12. **Investigations**

If MCT (or any MCT Group Entity), the MCT Trustee or the MCT Manager or any of their respective directors is the subject of any governmental, quasi-governmental, criminal, regulatory or stock exchange investigation or Proceeding.

13. **Proceedings**

The MCT Trustee or the MCT Manager (or any MCT Group Entity) initiating, compromising, settling or making any offer to compromise, settle or pay any claim, legal action or Proceeding in excess of S$2.0 million (or its equivalent in other currencies) individually or in the aggregate with any and all other claims, legal actions or Proceedings, save in the ordinary course of business.

14. **Cessation of Business**

MCT (or any MCT Group Entity) ceases or threatens to cease for any reason to carry on business in the ordinary and usual course.

15. **Amend Accounting Policies**

MCT (or any MCT Group Entity) making any change to its accounting practices or policies (save for changes in accordance with FRS[8] (International)).

16. **Resolution for Winding-Up**

Any resolution that MCT (or any MCT Group Entity) be Wound-up, save with respect to any MCT Group Entity that is dormant.

17. **Appointment of Liquidator and Judicial Manager**

The appointment of a liquidator, provisional liquidator, judicial manager or provisional judicial manager of MCT (or any MCT Group Entity).

18. **Order of Court for Winding-Up**

The making of an order by a court of competent jurisdiction for MCT (or any MCT Group Entity) to be Wound-up.

19. **Composition**

Entering into any arrangement or general assignment or composition for the benefit of the creditors generally of MCT (or any MCT Group Entity).

20. **Appointment of Receiver**

The appointment of a receiver or a receiver and manager in relation to the property or assets of MCT (or any MCT Group Entity).

[8] "**FRS**" means the Singapore Financial Reporting Standards.

21. **Insolvency**

MCT (or any MCT Group Entity) becoming or being deemed by applicable Laws to be insolvent, or stops or suspends or defaults on or threatens to stop or suspend or default on, payment of its debts.

22. **Analogous Event**

Any event occurs which, under the Laws of any applicable jurisdiction, has an analogous or equivalent effect to any of the foregoing events, or any agreement or commitment by any MCT Group Entity to do any of the foregoing.

Part 2 Prescribed Occurrences with respect to MNACT

1. **Amendment of Trust Deeds**

The MNACT Manager making any amendment to the MNACT Trust Deed without the prior written consent of MCT (such consent not to be unreasonably withheld or delayed), save for the MNACT Trust Deed Amendments[9] or amendments necessary or required to facilitate the implementation of, or to give effect to, the Merger or the Trust Scheme and the transactions contemplated by the Implementation Agreement.

2. **Conversion of MNACT Units**

The MNACT Trustee sub-dividing or consolidating any or all of the MNACT Units into a larger or smaller number of MNACT Units without the prior written consent of MCT (such consent not to be unreasonably withheld or delayed).

3. **Issuance of Units or Shares**

The MNACT Trustee (or any MNACT Group Entity) allotting or issuing, or granting an option to subscribe for, any MNACT Units, shares, units or equity securities of any MNACT Group Entity (including pursuant to the MNACT Distribution Reinvestment Plan),[10] or securities convertible into MNACT Units or into such shares, units or equity securities, save for any issuance of MNACT Units to (a) the MNACT Manager as payment of fees (including base management fees, performance management fees and, if any, acquisition or divestment fees), as consistent with its usual policy of electing to receive MNACT Units in line with past practice and (b) Mapletree North Asia Property Management Limited as payment of fees for services provided (including property management services, marketing services and project management services) as consistent with the usual policy of such payment in line with past practice, subject to the approval of the SIC.

4. **Securities Buy-back**

The MNACT Trustee (or any MNACT Group Entity):

(a) entering into a securities buy-back or repurchase agreement;

(b) resolving to approve the terms of a securities buy-back or repurchase agreement under the relevant securities legislation or the MNACT Trust Deed (save for any unit buy-back mandate that may be approved at the annual general meeting of MNACT); or

(c) buying-back or repurchasing any issued MNACT Units,

without the prior written consent of MCT (such consent not to be unreasonably withheld or delayed).

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[9] "**MNACT Trust Deed Amendments**" means the proposed amendments to the MNACT Trust Deed to facilitate the implementation of the Trust Scheme.

[10] "**MNACT Distribution Reinvestment Plan**" means the distribution reinvestment plan of MNACT under which MNACT Unitholders may elect to receive fully paid MNACT Units in lieu of the cash amount of any distribution which is declared on the MNACT Units held by them (after the deduction of applicable income tax, if any), subject to such terms and conditions set out in the distribution reinvestment plan statement as may be amended from time to time.

5. **Distributions**

Save for the MNACT Permitted Distributions, the MNACT Manager declaring, making or paying any distribution to the MNACT Unitholders without the prior written consent of MCT (such consent not to be unreasonably withheld or delayed, and for avoidance of doubt, no distribution (including the MNACT Permitted Distributions) may be made pursuant to the MNACT Distribution Reinvestment Plan and no new MNACT Units may be issued to the MNACT Unitholders in lieu of the cash amount of any distribution which is declared on the MNACT Units held by them.

6. **Borrowings, Indebtedness**

The MNACT Trustee (or any MNACT Group Entity) incurring any additional borrowings or indebtedness, including by way of the issuance of bonds, notes or other debt securities (whether or not convertible or exchangeable into units and whether or not accounted as equity) without the prior written consent of MCT (such consent not to be unreasonably withheld or delayed), save for:

(a) any securities issued pursuant to the MNACT Programme[11] or any securities issued for the purposes of refinancing or funding the redemption of any securities issued pursuant to the MNACT Programme;

(b) the refinancing of any debt obligations prior to their due date;

(c) any borrowing or indebtedness incurred to fund any capital expenditure permitted in Paragraph 9 of this Appendix L, Part 2 or any acquisition permitted in Paragraph 10 of this Appendix L, Part 2; and

(d) any borrowing or indebtedness incurred from time to time in relation to working capital requirements not exceeding S$50.0 million whether under the existing MNACT Revolving Credit Facilities[12] or otherwise.

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[11] "**MNACT Programme**" means the US$1.5 billion Euro Medium Term Securities Programme of Mapletree North Asia Commercial Trust Treasury Company (S) Pte. Ltd., Mapletree Greater China Commercial Treasury Company (HKSAR) Limited and the MNACT Trustee which was established on 31 May 2013.

[12] "**MNACT Revolving Credit Facilities**" means the existing revolving credit facilities entered into by the MNACT Group as at the date of this Agreement, namely the revolving credit facilities under the:

(a) HK$500,000,000 Facility Agreement entered into between Mapletree North Asia Commercial Treasury Company (HKSAR) Limited (the "Hong Kong Treasury Company") and BNP Paribas dated 25 August 2020;
(b) HK$500,000,000 Facility Agreement entered into between the Hong Kong Treasury Company and Credit Industriel et Commercial, Hong Kong Branch dated 31 May 2017;
(c) S$100,000,000 Facility Agreement entered into between Mapletree North Asia Commercial Trust Treasury Company (S) Pte. Ltd. (the "Singapore Treasury Company") and DBS Bank Ltd. dated 17 February 2020;
(d) S$200,000,000 Facility Agreement entered into between the Hong Kong Treasury Company, the Singapore Treasury Company and DBS Bank Ltd. dated 26 June 2020;
(e) S$105,000,000 Facility Agreement entered into between the Hong Kong Treasury Company, the Singapore Treasury Company and DBS Bank Ltd. dated 7 November 2017; and
(f) HK$300,000,000 Multicurrency Facility Agreement entered into between the Hong Kong Treasury Company, the Singapore Treasury Company and the Hongkong and Shanghai Banking Corporation Limited, Singapore Branch dated 30 June 2021;

and "**MNACT Revolving Credit Facility**" means any one of the MNACT Revolving Credit Facilities.

7. **Guarantees, Indemnities**

The MNACT Trustee (or any MNACT Group Entity) shall not:

(a) enter into any guarantee, indemnity or other arrangement to secure any obligation of any Person (other than a MNACT Group Entity); or

(b) create any Encumbrance over any of MNACT (or any MNACT Group Entity)'s assets or undertakings,

in each case without the prior written consent of MCT (such consent not to be unreasonably withheld or delayed), save in the ordinary course of business or in respect of any borrowings or indebtedness permitted in Paragraph 6 of this Appendix L, Part 2.

8. **Hedging**

The MNACT Trustee (or any MNACT Group Entity) entering into any material hedging and other derivative or off-balance sheet transactions without the prior written consent of MCT (such consent not to be unreasonably withheld or delayed), save with respect to any cash-flow hedging for an underlying exposure which is permitted in Paragraph 6 of this Appendix L, Part 2, carrying out hedging activities in the ordinary course of business such as usage of currency forwards to hedge distributable income and interest rate swaps, cross currency interest rate swaps to hedge the interest rate risks.

9. **Capital Expenditure**

The MNACT Trustee (or any MNACT Group Entity) making or incurring any capital expenditure without the prior written consent of MCT (such consent not to be unreasonably withheld or delayed), save for:

(a) any MNACT Approved Capex;[13] and

(b) any capital expenditure incurred in the ordinary course of business, including but not limited to reconfiguration of units, building rectifications and fitting renewals, equipment repairs and replacements but excluding any fitout contributions granted to tenants.

10. **Acquisitions and Disposals**

The MNACT Trustee (or any MNACT Group Entity):

(a) entering into, undertaking or completing any acquisition of any real property, assets or securities in any entity, partnership or trust;

(b) entering into, undertaking or completing any sale, conveyance, transfer, assumption or disposal of any real property, assets or securities in any entity, partnership or trust; or

[13] "**MNACT Approved Capex**" means:
(a) any capital expenditure; or
(b) any alteration or addition to any MNACT Property,
which has been approved and budgeted for as at the date of the Implementation Agreement or to be approved and budgeted for in respect of FY22/23 with the amount reasonably consistent with previous financial years.

(c) creating any Encumbrance over or granting any rights or easements over any MNACT Property,

without the prior written consent of MCT (such consent not to be unreasonably withheld or delayed).

11. **Real Property**

In relation to the MNACT Properties, the MNACT Trustee (or any MNACT Group Entity):

(a) applying for any planning permission or sub-division of any MNACT Property, or implementing any planning permission or sub-division of any MNACT Property already obtained but not implemented, in each case which is reasonably likely to have a material adverse effect on the business, operations, assets or financial condition of the MNACT Group, taken as a whole (save in respect of any MNACT Approved Capex);

(b) carrying out any alteration or addition to any MNACT Property which has not been approved or budgeted for as at the date of the Implementation Agreement, save for any fitting out works carried out by an Occupier pursuant to an Occupation Agreement or other than in the ordinary course of business;

(c) terminating, or agreeing to any variation of, or entering into any new leases in replacement of, the leases entered into with any of the MNACT Top Tenants;[14]

(d) effecting any change of use of any MNACT Property which is reasonably likely to have a material adverse effect on the business, operations, assets or financial condition of the MNACT Group, taken as a whole;

(e) amending, modifying or varying any Title Document,[15] in each case, except as will not have a material adverse effect on the business, operations, assets or financial condition of the MNACT Group, taken as a whole; or

(f) releasing the lessor, grantor or issuer under any Title Document(s) from any of its obligations, failing to exercise any rights or powers of termination under any Title Document(s) or waiving any breaches of any Title Document(s), in each case, in any material respect,

without the prior written consent of MCT (such consent not to be unreasonably withheld or delayed). Further, in the event that MNACT gives notice in writing to MCT on the matters under sub-paragraph 11(c) of this Appendix L, Part 2 in order to seek consent from MCT on the matters thereto and MCT does not inform MNACT whether it consents to the foregoing (or fails to respond within five Business Days of the date of the notice), MCT shall be deemed to have consented to the matters which MNACT had sought consent for.

[14] "**MNACT Top Tenants**" means the top ten tenants of the portfolio of MNACT Properties based on the aggregate gross rental income across the portfolio as at the date of the Implementation Agreement.

[15] "**Title Documents**" means documents of title (including land grants, leases, building agreements and agreements to lease) relating to the MCT Properties or the MNACT Properties, as the case may be, and "**Title Document**" means any of such documents.

12. **Investigations**

If MNACT (or any MNACT Group Entity), the MNACT Trustee or the MNACT Manager or any of their respective directors is the subject of any governmental, quasi-governmental, criminal, regulatory or stock exchange investigation or Proceeding.

13. **Proceedings**

The MNACT Trustee or the MNACT Manager (or any MNACT Group Entity) initiating, compromising, settling or making any offer to compromise, settle or pay any claim, legal action or Proceeding in excess of S$2.0 million (or its equivalent in other currencies) individually or in the aggregate with any and all other claims, legal actions or Proceedings, save in the ordinary course of business.

14. **Cessation of Business**

MNACT (or any MNACT Group Entity) ceases or threatens to cease for any reason to carry on business in the ordinary and usual course.

15. **Amend Accounting Policies**

MNACT (or any MNACT Group Entity) making any change to its accounting practices or policies (save for changes in accordance with FRS[16] (International)).

16. **Resolution for Winding-Up**

Any resolution that MNACT (or any MNACT Group Entity) be Wound-up, save with respect to any MNACT Group Entity that is dormant.

17. **Appointment of Liquidator and Judicial Manager**

The appointment of a liquidator, provisional liquidator, judicial manager or provisional judicial manager of MNACT (or any MNACT Group Entity).

18. **Order of Court for Winding-Up**

The making of an order by a court of competent jurisdiction for MNACT (or any MNACT Group Entity) to be Wound-up.

19. **Composition**

Entering into any arrangement or general assignment or composition for the benefit of the creditors generally of MNACT (or any MNACT Group Entity).

20. **Appointment of Receiver**

The appointment of a receiver or a receiver and manager in relation to the property or assets of MNACT (or any MNACT Group Entity).

[16] "**FRS**" means the Singapore Financial Reporting Standards.

21. **Insolvency**

MNACT (or any MNACT Group Entity) becoming or being deemed by applicable Laws to be insolvent, or stops or suspends or defaults on or threatens to stop or suspend or default on, payment of its debts.

22. **Analogous Event**

Any event occurs which, under the Laws of any applicable jurisdiction, has an analogous or equivalent effect to any of the foregoing events, or any agreement or commitment by any MNACT Group Entity to do any of the foregoing.



Independent Market Research Report

Singapore Retail, Office and Business Park
Beijing Office
Shanghai Business Park
Hong Kong SAR Retail and Office
Greater Tokyo Office
Seoul Office

30 March 2022

Prepared for:

Mapletree Commercial Trust
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Accelerating success.

Executive Summary

Whilst the impact of COVID-19 continues to be felt globally, the economies of the key gateway Asian markets saw a rebound in gross domestic product ("GDP") growth in 2021 as initial restrictions were eased gradually and businesses resumed some form of normalcy. However, global economic recovery may be weighed down by the uncertainties arising from the Russia-Ukraine conflict and the resulting global repercussions, rising energy prices as well as COVID-19 infections from the Omicron-variant.

Singapore: Singapore is one of the world's key global trade, logistics and financial hubs and ASEAN's primary business centre, underpinned by world-class infrastructure, a stable and efficient government and a competitive tax environment. Strong economic fundamentals, including near full employment, high disposable incomes, and sustained growth in consumer demand and GDP, provide a vital foundation for the continued performance of office, retail and business park sectors.

China: China is the second largest economy in the world and the only major economy to post a positive GDP growth rate in 2020, largely attributed to its "Zero-COVID" strategy. Its economy is underpinned and driven by the output of its Tier 1 cities which include Beijing, Shanghai, Guangzhou and Shenzhen that are frequently chosen by large domestic companies and multinationals as locations in which to establish a foothold and grow. China is the world's largest manufacturer and exporter and with a population that is becoming wealthier rapidly, it is now also the second largest importer in the world. While geopolitical concerns remain, the domestic political environment is very stable. The government announced measures in 2021 to achieve common prosperity by narrowing the wealth gap and promoting economic rebalancing and long-term sustainability.

Hong Kong SAR: Strategically located within the Greater Bay Area, Hong Kong SAR has played a pivotal role in serving as a gateway connecting Mainland China with the international markets and provides the largest source of foreign direct investment in Mainland China. While Hong Kong SAR has gone through two consecutive years of recession, it has bottomed out and experienced substantial recovery through much of 2021. By the end of 2021, GDP returned to pre-COVID levels. Hong Kong SAR has also moved up one position in 2021 to take the third place in the Global Financial Centres Index 30 Report. Hong Kong SAR's conducive business environment, coupled with its well-developed infrastructure and international communication network, makes it an attractive location for doing business in Asia. Domestic consumption, which took up less than 70.0% of the city's total retail sales prior to the start of COVID-19, is expected to grow with improving labour market conditions, but the return of restrictions on business operation and social distancing measures that have been introduced in response to the outbreak may potentially have a significant impact on the local economy and real estate market. This will need to be watched carefully during the first half of 2022. Eventually, the aim for Hong Kong SAR is to re-open its borders to Mainland China, with hopes that the return of mainland Chinese tourists will ultimately have a positive impact on footfall and retail sales, driving rental improvements. Although the timetable for full re-opening is still not certain, the recent announcement of the lifting of flight bans on nine countries, coupled with a shortening in the quarantine period for arrivals into Hong Kong SAR is however seen as a positive step towards dealing with the pandemic, whilst also protecting the local economy.

Over the next few years, Hong Kong SAR will continue its integration into the Greater Bay Area, strengthening its position as a major financial, innovation and technology conduit between China and the world.

Japan: Japan is the world's third largest economy and has one of the most developed office markets in terms of transaction volumes and existing stock in the Asia Pacific. The manufacturing sector is Japan's largest core industry and is a key driver of its economic recovery. The government's policies to promote digitalisation and improve productivity in other industries are expected to further enhance growth in the Japanese economy. There are also new policies focused on increasing middle-class incomes as a means to get the economy back on track. As a result, the office sector is expected to remain resilient, supported by the stable and sustainable outlook for Japan.

South Korea: South Korea is the tenth largest global economy and the fourth largest in Asia by GDP. Despite COVID-19, it advanced two places in the global economic ranks from 2019 as its economy remained relatively resilient and contracted by a lesser extent compared to other countries. South Korea has undergone one of the most significant economic transformations in recent history and rode on the growth of Asia to become the high-technology economy it is today. Its economy is led by electronics, telecommunications, automobile production, chemicals, shipbuilding, steel, with newcomers like microchips, bio-health and conceptual vehicles making a strong show, domestically and globally. In August 2021, South Korea was the first major Asian economy to raise interest rates since the pandemic began, an indication of its economic recovery. The office sector has also benefitted from the expansion of global big tech companies and rapid growth of Korean tech start-ups.

Certain selected real estate indicators are highlighted below to illustrate the resilient performance in each of the key markets.



Notes:
(1) Lufthansa is a well-established business sub-market within Beijing, where Gateway Plaza is located in.
(2) Zhangjiang Science City is a key business park and innovation hub in Pudong, Shanghai, where Sandhill Plaza is located in.
(3) Gangnam Business District ("GBD") is one of the three core business districts in Seoul, where The Pinnacle Gangnam ("TPG") is located in.

1 Regional Comparison

1.1 GDP Forecast

Figure 1: Real GDP Trends in Asia



Source: Oxford Economics, Country Governments

Most of the major Asian economies saw a contraction in GDP growth in 2020 as COVID-19 resulted in lockdowns, travel restrictions and temporary business closures across the region. The only major economy in Asia that managed to avoid a contraction in its GDP was China, but it still saw a significant drop in the growth rate.

Whilst the impact of COVID-19 continues to be to be felt globally, all the major Asian economies witnessed a rebound in growth in 2021, as initial restrictions eased, and businesses were able to resume some form of normalcy.

For 2022, GDP growth is expected to remain positive across the region. However, the rate of growth is expected to slow down with uncertainties arising from the Russia-Ukraine conflict, rising energy prices, as well as the ongoing COVID-19 infections from the Omicron-variant.

1.2 Investment Transaction

Within the markets of Singapore, China, Hong Kong SAR, Japan and South Korea, the total transaction volume for office and retail assets in 2021 is US$106.4 billion. In particular, there are continued growth opportunities where offices will continue to play an integral role, and opportunities continue to exist in Asia's retail markets where well-positioned shopping malls remain relevant.

Figure 2: Historical Investment Transaction Volume



Note:
(1) Source: Real Capital Analytics (RCA)
Remark: Investment transaction volume for office and retail

With the exception of South Korea, all markets saw investment transaction volumes fall in 2020 as COVID-19 affected investment activity. However, a rebound has been observed in 2021 across most of the regions and total contracted transaction volumes of office and retail properties in the above 5 markets rose by 19.2% YoY in 2021 to US$106.4 billion.

Activity in 2021 has been strong across all commercial sectors, when compared to 2020, with the Seoul office market and Singapore retail markets particularly active. For Japan, the spike in COVID-19 cases in Q2 2021 and Q3 2021 led to movement restrictions being re-imposed, which affected total investment activity for the year. The gradual loosening of these restrictions however in Q4 2021 and into Q1 2022 should see investment activity bounce back in 2022. For Hong Kong SAR, the continued imposition of travel restrictions has continued to impact upon transaction volume, as international investors are restricted in their movements in and out of the SAR and the gap between buyer and seller expectations remains wide

Based on existing market fundamentals and interest rates still remaining low compared to long term trends notwithstanding forecast interest rate hikes, we expect to see investment transaction volume to increase again in 2022. However, the emergence of the Omicron variant and rising global geopolitical tension may affect the pace of increase in investment transaction volume in 2022.

2 Singapore

2.1 General Economy

Overview of Market and Political Environment

Owing to its strategic location, world-class infrastructure, stable and efficient government and competitive tax environment, Singapore is one of the world's key global trade, logistics and financial hubs and ASEAN's primary business centre.

According to Bloomberg's Innovation Index, the city-state is ranked as one of the most innovative economies worldwide. Research and innovation are critical components of Singapore's long-term economic resilience strategy.

Healthy economic fundamentals, including near full employment, high disposable incomes, and sustained growth in consumer demand and gross domestic product, provide a vital foundation for the continued performance of office, retail and business park sectors.

The latest Budget 2022 unveiled by the Singapore Government on 18 February 2022 will continue to be expansionary to provide support for the economy and includes new progressive tax measures aimed at generating revenues to fund for programmes needed over the next few years and to address social inequalities.

The S$109.0 billion Budget included a staggered hike in goods and services tax (GST) – rising from 7% to 8% from 1 January 2023 and then to 9% from 1 January 2024 to fund the recurring social and healthcare needs of the ageing population. There was also a S$6.0 billion draw on Singapore's reserves as part of the ongoing fight against the pandemic, S$1.0 billion in support for businesses, households and individuals affected by the pandemic, and S$900 million committed to encourage companies to invest in new capabilities with some further tightening workforce policies to ensure high calibre foreign hires. The 2022 Budget will run up an expected deficit of S$3.0 billion as Singapore enters a period of transition and recovery after two years of dealing with the COVID-19 pandemic.

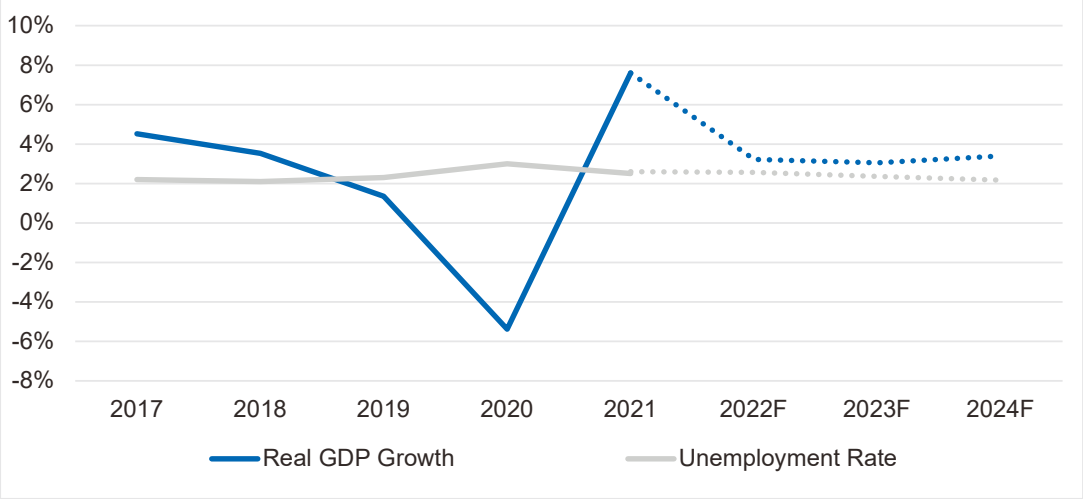
With effect from 2024, personal income taxes for resident taxpayers with chargeable income in excess of S$500,000 up to S$1 million will be taxed at 23% while chargeable income in excess of S$1 million will be taxed at 24%, up from the current tax rate of 22%. This will only affect the top 1.2% of personal income taxpayers and is unlikely to have a considerable impact on overall consumer spending.

GDP and Employment

According to the Ministry of Trade and Industry (MTI) and the Department of Statistics (Singstat), gross domestic product (GDP) at current market prices totalled S$469.1 billion in 2020, contracting 5.4% YoY compared to 2019. The GDP contraction, the city-state's worst economic recession since the 2008-2009 Global Financial Crisis (GFC), was due to the COVID-19 pandemic and the ensuing global economic slowdown which adversely impacted Singapore's export-dependent economy. According to the MTI's press release in February 2022, the economy grew by 7.6% year-on-year for

the full year 2021 and is forecast to grow between 3% and 5% in 2022 as the economy is expected to gradually recover from the impact of COVID-19.

Figure 3: GDP Growth and Unemployment Rate



Source: MTI, Singstat, Oxford Economics, Chart produced by Colliers Singapore

In 2020, as a result of the COVID-19 pandemic, Singapore posted an unemployment rate of 3.0% compared to 2.3% in 2019. Affected by weakened external and internal demand factors, the construction, retail trade, transportation & storage, accommodation, F&B, professional services, real estate and administrative sectors saw significant contractions in employment. Since the start of 2021, the labour market has been recovering, with unemployment rate at 2.5% in 4Q 2021, improving by 0.5 percentage points compared to 2020. This could be partly attributed to the growth in resident employment, especially in outward-oriented industries (including professional services, information, communications and financial services) amid the departure of expatriates and more stringent government regulations on hiring foreigners. Employment figures are expected to return to its pre-pandemic level after 2022.

Economic Fundamentals and Drivers

Singapore's service-oriented economy is one of the world's most open, diverse, and advanced market economies. According to the most recent data from Singstat, about 74.5% nominal gross domestic product (GDP) in 2020 was generated by service industries and about 25.5% by goods-producing activities, including manufacturing which remains the most significant single sector in terms of GDP contribution.

Population

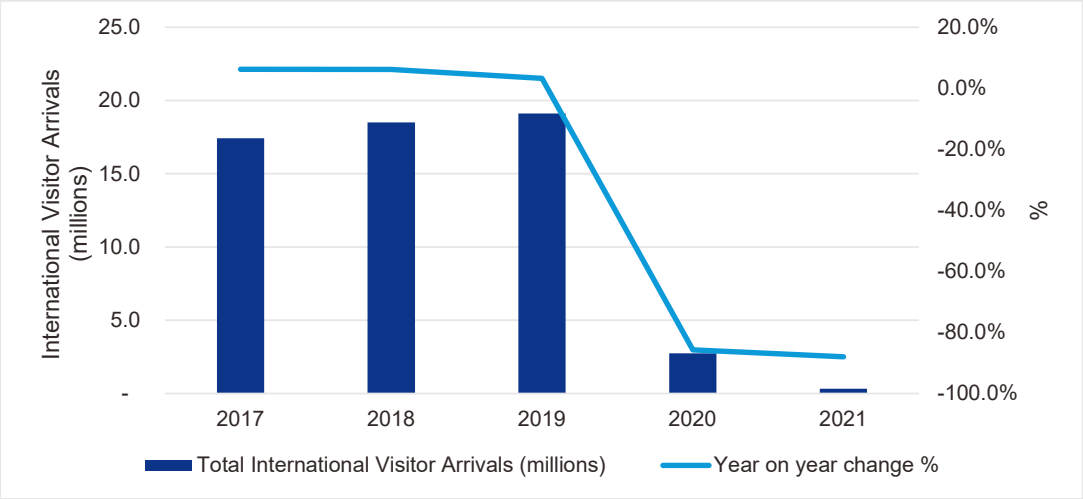
According to data from Singstat, Singapore recorded its most significant population decline in more than 20 years in 2021 (as of 30 June 2021), amid the departure of foreign workers and work pass holders during the COVID-19 pandemic and the travel and visa restrictions imposed by the Singapore authorities due to the pandemic. An ageing population and low birth rate are also key factors that have impacted population growth. While the population declines recorded in 2020 and

2021 were material, they are not expected to prevail in the medium to long term given Singapore's open and outward-facing economy.

Tourism

Singapore is an important international business and leisure tourism destination, attracting more than 19 million international visitors per year prior to the emergence of COVID-19. Tourism accounted for about 4% of the country's GDP in 2019. However, due to the COVID-19 pandemic, Singapore had to shut its borders to non-residents in 2020 and introduce travel restriction measures – including a mandatory 14-day quarantine period – for incoming travellers to limit the spread of the virus. As a result, international arrivals fell 85.7% in 2020 and declined a further 88.0% from January to December 2021 compared to 2020. Only about 329,970 visitors entered Singapore during that period, compared to 2.7 million in 2020, mainly before the border closures in March 2020. As the government gradually reopens the country's borders to international visitors, the Singapore tourism sector is expected to slowly recover in 2022, with a return to pre-pandemic visitation level by 2024.

Figure 4: International Visitor Arrivals



Source: Singstat

Inflation

Overall inflation has remained low over the past five years amid a strong and stable Singapore dollar and the country's secure access to the global supply chain, ensuring the availability and affordability of a wide range of imported products.

The CPI has been almost flat, rising by just 0.17% per year on average from 2016 to 2020, while the MAS core inflation also rose gradually, averaging about 0.98% per year for the same period. Core inflation fell into negative territory for the first time in a decade in February 2020 as the pandemic's impact on demand outweighed price pressure from supply disruptions. For the full year 2021, MAS core inflation stood at 0.9%, year-on-year up from -0.2% in 2020 while the CPI rose to 2.3% from -0.2% the previous year. As of November 2021, the CPI inflation for 2022 was forecast at 1.5% to 2.5% and the core inflation is forecast at 1.0% to 2.0%.

Monetary and Forex Policies

Singapore's monetary policy is overseen by the Monetary Authority of Singapore (MAS) that manages the trade-weighted exchange rate to ensure price stability over the medium term as a basis for sustainable economic growth. On 14 October 2021, the MAS tightened its monetary policy, for the first time in three years, amid mounting cost pressure caused by supply constraints and an improving global economy. The move slightly raised the slope of its currency policy band, from 0% previously, strengthening the Singapore dollar against a basket of key currencies to mitigate potential inflationary price pressure. As of December 2021, the Singapore dollar had depreciated slightly against the USD, trading around S$1.37, down from S$1.33 in December 2020 amid a strong greenback given the prospects of rising interest rates in the US. The decline of the Singapore dollar is nonetheless temporary and a reflection of the strength of the greenback as a safe haven currency and the measures taken by MAS to limit currency appreciation amid the pandemic. In the long term, the Singapore dollar is expected to continue its upward trend against key international currencies.

Geopolitical Events and Risk Factors

Given its open and outward-oriented economy based on trade and services, Singapore's economy is particularly exposed to global shocks. The COVID-19 pandemic is a key global event which considerably impacted Singapore's economy and remains a considerable risk for the city-state. US-Sino relations are also a risk for Singapore, given its role as a key trade and financial hub for both global economic powers. However, with its neutrality on the international geopolitical scene, its good handle of the pandemic and its solid rule of law, Singapore will continue to be favoured by investors as it is well-positioned to withstand global economic and geopolitical uncertainties.

Economic Outlook

Supported by the loosening of COVID-19 restrictions, Singapore's economy is expected to benefit from key ASEAN economies' recovery and the projected expansion of its manufacturing sector, tourism and aviation-related sectors, retail trade and construction sectors in 2022. According to MTI, growth in 2022 is expected to normalise as the economy recovers, with GDP growth forecast to be in the range of 3% to 5% YoY.

In 2022, Singapore will likely regain its global investment and business hub status as borders reopen. Furthermore, major large-scale urban development and infrastructure projects, including the Greater Southern Waterfront (GSW), the Tuas Mega Ports and the construction of the new MRT lines, are expected to further drive growth and stimulate investment in the real estate sector across asset classes.

2.2 COVID-19

The COVID-19 outbreak dampened the Singapore economy in 2020, particularly in the second quarter of 2020 amid the Circuit Breaker – a Singapore government-imposed partial shutdown to curb the spread of the virus. Singapore's borders were closed to foreigners from March 2020, with the exceptions of travellers from select countries and residency and visa holders who had to undergo a mandatory 14-day isolation period.

In the face of mounting economic pressure resulting from the COVID-19 pandemic, the Singapore government acted swiftly, announcing four rounds of economic measures and packages in 2020 namely, Unity (18 February), Resilience (26 March), Solidarity (6 April) and Fortitude (26 May) budgets – with a combined value of S$92.9 billion, equivalent to 19.2% of Singapore's GDP – to cushion the effect of the outbreak. The numerous government measures implemented included a deferred loan payment scheme to companies, direct financial support to self-employed workers and freelancers, direct pay-outs to households, a job support scheme for private sector employees and property tax rebates for non-residential properties.

In the 2021 budget, the Singapore government announced that it will allocate S$24 billion over three years to 2024 to enable firms and workers to emerge stronger from the downturn. While the economy recovery is underway, the Singapore government continues to extend generous support to businesses, including an additional S$11 billion to support the hardest-hit sectors such as aerospace, aviation and tourism. The Job Support Scheme (JSS) also provided wage support to all private sector employers to retain their local employees during the outbreak and the Circuit Breaker. In addition, the National Jobs Council will oversee support programmes aimed at the creation of 100,000 jobs and training opportunities under the SGUnited Jobs and Skills Package programmes.

Singapore's national COVID-19 vaccination programme rollout has been successful, with 92% of the total population (95% of the eligible population) having completed the full regimen while 71% of the total population have received booster shots as of 27 Mar 2022. As the country moves towards an endemic COVID-19 strategy, the Singapore government has gradually introduced Vaccinated Travel Lanes (VTL) which allow for quarantine-free travel for fully vaccinated travellers from selected countries. On 24 March 2022, Singapore took a significant step in relaxing wide-ranging measures, including making mask-wearing outdoors optional, doubling of group sizes for social gatherings from five to 10 people, increasing the capacity limits for large events from 50% to 75%, and allowing up to 75% of employees to return to the workplace from 29 March 2022. From 1 April 2022, fully vaccinated travellers can enter Singapore without quarantine or entry approvals, further demonstrating Singapore's commitment toward an endemic normal.

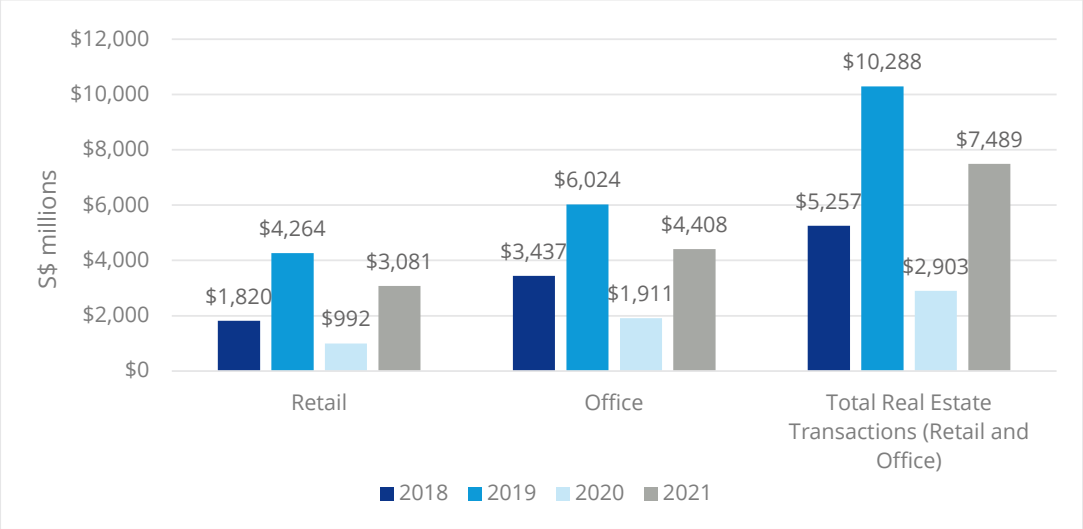
2.3 Singapore Real Estate Investment Trends

Singapore has recently established itself as a significant real estate investment destination, given its strong economic fundamentals, stable government and safe-haven status. It continues to shine for global institutional and private equity investors and has gained considerable traction with family offices to become one of the world's most attractive wealth management hubs.

Real estate transaction volume in retail and office asset classes totalled S$8.3 billion in 2021, compared to S$2.8 billion in 2020, S$10.3 billion in 2019 and S$5.3 billion in 2018. The COVID-19 pandemic considerably dampened Singapore's real estate transaction activity in 2020 given travel restrictions, the Circuit Breaker and the economic downturn. Despite COVID-19, Singapore-based Real Estate Investment Trusts (S-REITs) continued to play a vital role in the investment market. From 2011 to 2021, S-REITs transacted about S$134 billion in retail properties and S$220 billion in office properties, averaging approximately S$35.4 billion per year in terms of total gross cumulative transaction activity.

With borders gradually reopening, 2022 is expected to be a fruitful year in terms of real estate transaction volume. Local and international private equity and institutional investors are currently jockeying for potential acquisitions. A wave of real estate portfolio consolidation is expected, with REIT delistings, privatisations and portfolio acquisitions. There is also growing interest in business park properties as an investment asset class, given the office decentralisation trends and the flexible work from home arrangements.

Figure 5: Real Estate Transaction Volume in Singapore (2018 – 2021)



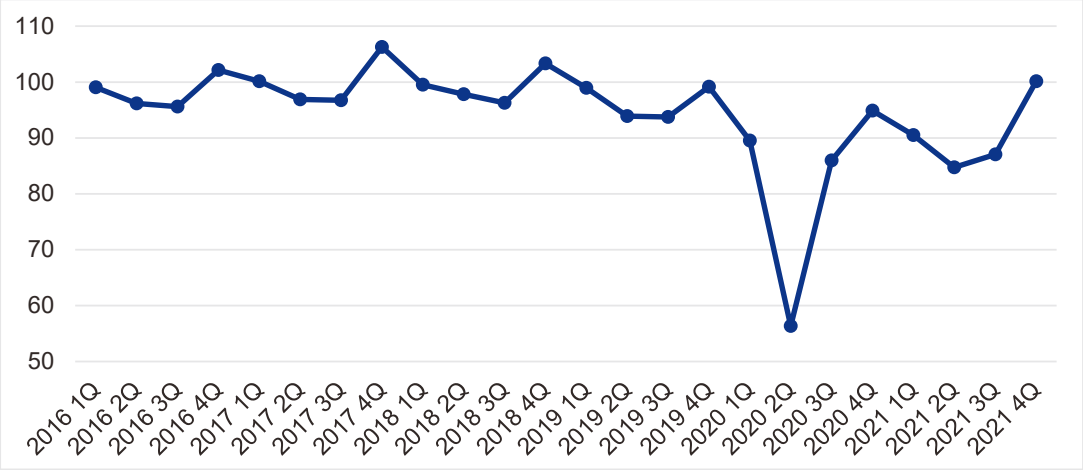
Source: Real Capital Analytics (RCA), Chart produced by Colliers Singapore

2.4 Singapore Retail Market Overview

Overview

As a result of the COVID-19 pandemic, total consumer expenditure declined in 2020 for the first time in five years due to the Circuit Breaker and the overall economic slowdown. Based on estimates from Oxford Economics, consumer spending (excluding transport and vehicle-related expenses) declined 14.1% in 2020 YoY but bounced back to 12.1% YoY in 2021. The Retail Sales Index fell 16.1% overall in 2020, with most categories recording a decline. The only exceptions were select categories including supermarkets, furniture and household equipment, and computer and telecommunications which recorded more robust sales since the start of the pandemic. The retail sales index is up 3.7% YoY on year in 4Q 2021 compared to the same period in 2020. This indicates a gradual return to pre-COVID retail sales and consumer spending levels by the end of 2023 when most restrictions are expected to be lifted, international tourism is expected to resume, and consumer confidence is expected to recover from the economic uncertainty.

Figure 6: Retail Sales Index (100 = 2017)



Source: Singapore Department of Statistics (SingStat)

E-commerce Penetration

According to JP Morgan's 2020 E-Commerce Report, Singapore's business to consumer e-commerce value totalled S$6.1 billion in 2019, with an expected compounded annual growth rate (CAGR) of 7.7% from 2020 to 2023. Singapore currently has the highest online shopping penetration rate in Southeast Asia, with 26% of Singaporeans shopping online at least once a week. During 2020, the COVID-19 pandemic intensified the rise of online sales, boosting total retail sales share to 10.4%, relative to 7.2% in 2019. The 25 to 44 age group has the highest propensity to shop online and is the driving force in the current retail environment. Brick-and-mortar grocers and retailers are increasingly combining offline and online strategies and pursuing omni-channel strategies, including "Click-and-Collect" options to improve overall sales. Well-positioned malls with comprehensive offerings and sizable catchments will continue to stay relevant and stand to benefit ultimately as retailers consolidate their physical footprint.

Existing Stock

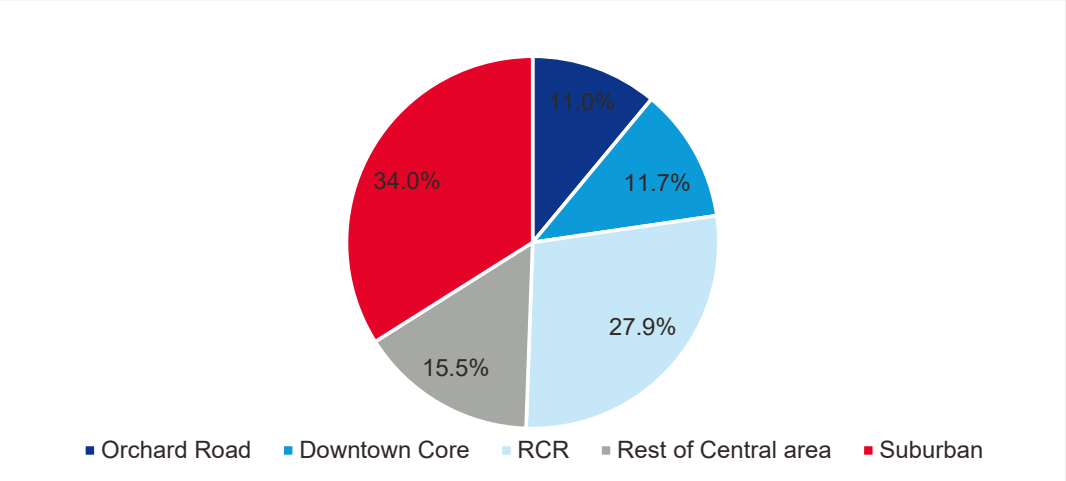
According to data from the Urban Redevelopment Authority (URA), Singapore's total existing island-wide retail stock stood at 66.7 million sq ft as at full year 2021. Approximately 60% is owned by private developers, 27% by REITs, 8% by funds and banks and the remaining (5%) by other investors.

The bulk of retail stock (55.0%) is in the Downtown Core, Rest of Central Area[1] and Rest of Central Region (RCR)[2], followed by the suburban area (34.0%) and Orchard Road (11.0%). Given the city's high population density and limited land supply, it has a lower existing shopping mall stock per capita at 5.80 sq ft per capita, compared to 23.1 sq ft per capita in the US, 16.8 sq ft per capita in Canada and 11.4 sq ft per capita in Australia as of 2020. This lower ratio translates to a higher retail productivity rate per sq ft of leasable space and higher capital values on a per plot ratio basis.

There is approximately 2.1 million sq ft in existing retail space in the HarbourFront/Alexandra micro-market, most of which is concentrated in VivoCity and HarbourFront Centre, which together form one of Singapore's most prominent retail clusters. There was no new space in the area over the past year, and no known retail project is currently in development.

Key developments in the HarbourFront/Alexandra micro-market include VivoCity, HarbourFront Centre and ARC, which are about a ten-minute drive from the central business district ("CBD"). They provide a range of retail and dining offerings, solidifying the precinct's position with a strong retail presence that caters across demographics.

Figure 7: Distribution of Existing Retail Stock in Singapore as of Q4 2021



Source: Urban Redevelopment Authority (URA), Chart produced by Colliers Singapore

Future Supply

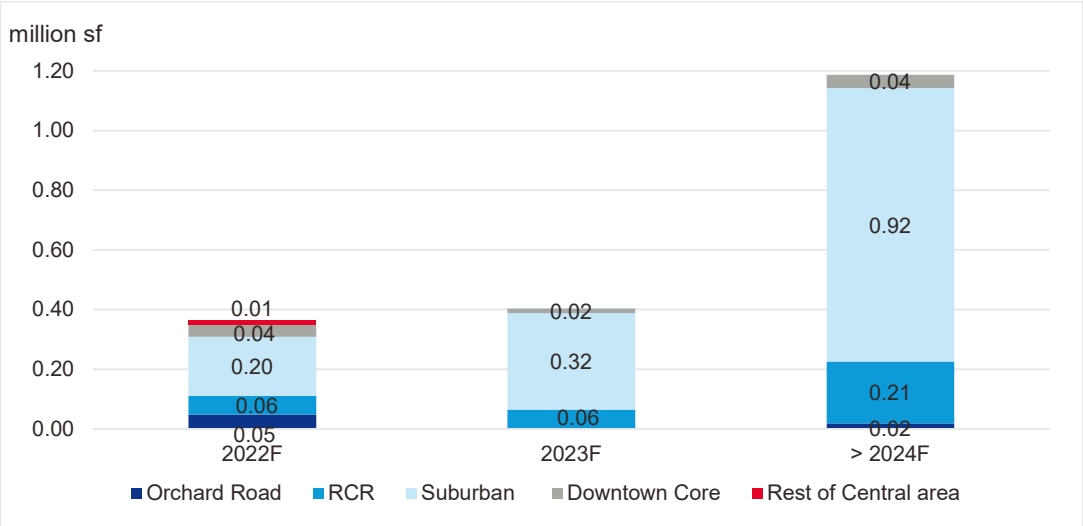
Approximately 1.95 million sq ft of retail space is anticipated island-wide from 2022 to 2024, averaging about 650,900 sq ft per year, which is slightly less than the five-year average of 680,000

[1] Rest of Central Area refers to Central Area except for Downtown Core and Orchard Road.
[2] RCR refers to the Rest of Central Region, in the area outside of Central Area as demarcated by the Urban Authority of Singapore.

sq ft per year from 2015 to 2019. Some 362,900 sq ft is due in 2022, an additional 403,200 sq ft will be delivered in 2023, and 1.19 million sq ft is in the pipeline in 2024. The new additions are primarily in mixed-use developments in the suburban retail and RCR submarkets.

In 2022, 62,900 sq ft will be from the Grantral Mall @ Macpherson in the RCR submarket, 96,800 at Woodleigh Mall in the suburban submarket and 20,000 sq ft at Guoco Midtown in the Downtown Core submarket. The suburban retail submarket will make up the bulk of new supply in 2023 and 2024, with an expected 323,400 sq ft and 917,000 sq ft, respectively. The bulk of 2023's supply will be in the North-east region, with 173,000 sq ft from the retail component of Punggol Digital District and 65,500 sq ft from Sengkang Grand Mall. In 2024 and beyond, there will be significant supply in the East region and the RCR, as well as other retail developments that may come online in the next few years.

Figure 8: Future Retail Supply (2022 – 2024F)



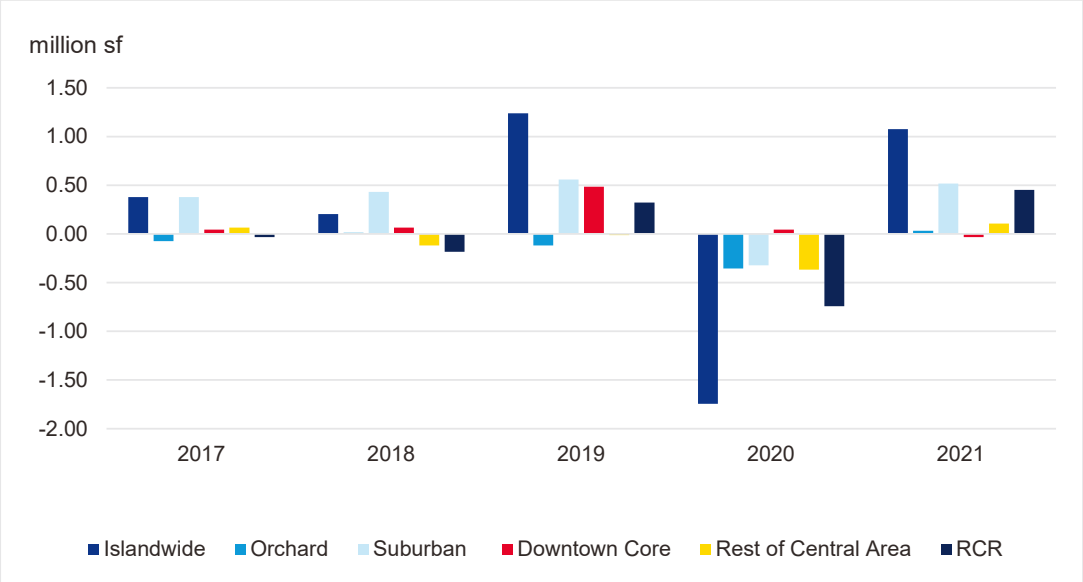
Source: Urban Redevelopment Authority (URA), Chart produced by Colliers Singapore

Absorption

According to data from the URA, the average gross absorption of retail space over the past five years (2016 to 2020) stood at approximately 357,000 sq ft per year in the suburban submarket, and negative 105,000 sq ft per year in Orchard Road. The island-wide average gross absorption of retail space stood at 127,000 sq ft per year from 2016 to 2020, lower than the island-wide average supply of approximately 364,000 sq ft for the same period.

In 2020, the gross retail absorption saw its most significant decrease across the Orchard submarket and suburban submarket, shedding 355,200 sq ft and 322,900 sq ft, respectively, in tandem with the island-wide decline of approximately 1.7 million sq ft in the same year. In 2021, gross retail absorption rose to approximately 1.1 million sq ft and 0.5 million sq ft for the island-wide and suburban submarket respectively, while the Orchard Road submarket experienced a positive gross absorption of 30,000 sq ft.

Figure 9: Retail Gross Absorption (2017 – 2021)



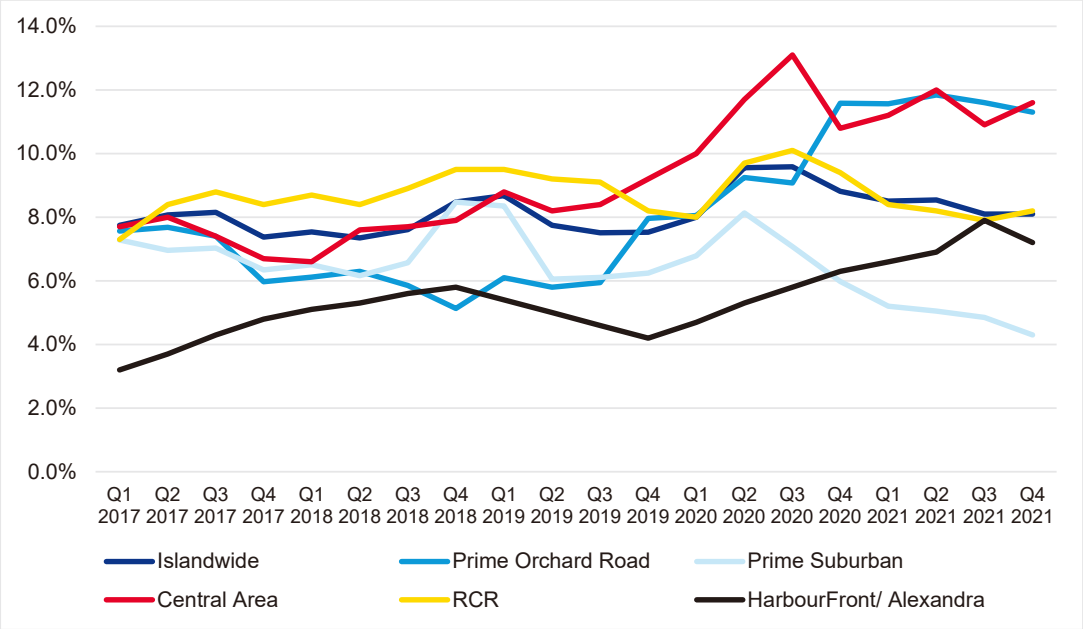
Source: Urban Redevelopment Authority (URA), Chart produced by Colliers Singapore

Over the past year or so, there were several high-profile retail brand closures in Singapore including Robinsons, Esprit, Sportslink, Topshop, Kidzania, and several F&B brands, although not all of these were strictly related to COVID-19. However, some high-profile brands quickly backfilled these vacated spaces with new concepts as part of their Singapore expansion strategy. Ikea opened its first urban mall concept store at JEM in the former Robinsons department store. Decathlon also took over space previously occupied by Metro at Centrepoint, with the new store having a range of "immersive and activity-based" features and concepts. Furthermore, Courts has unveiled their flagship store at The Heeren in 2022, taking over the space vacated by Robinsons.

Vacancy Rate

The island-wide retail vacancy rate improved from 8.8% as at 4Q 2020 to 8.1% as at 4Q 2021. In the Orchard Road submarket, the vacancy rate improved slightly to 11.3% as at 4Q 2021 from 11.6% as at 4Q 2020. Vacancy rate of the suburban retail submarket improved from 6.0% as at 4Q 2020 to 4.3% as at 4Q 2021. The suburban markets' strong performance compared to the Orchard Road submarket underscores the resilience of suburban malls. Suburban malls provide convenience and essential retail and services catering to locals, so they have been less impacted, benefitting from work from home ("WFH") trends during 2020 and 2021. The retail vacancy rates in the HarbourFront/Alexandra micro-market increased from 6.3% as at 4Q 2020 to 7.2% as at 4Q 2021 due to continued falling demand in the submarket.

Figure 10: Singapore Retail Vacancies (2017 – 2021)



Source: Urban Redevelopment Authority (URA), Chart produced by Colliers Singapore

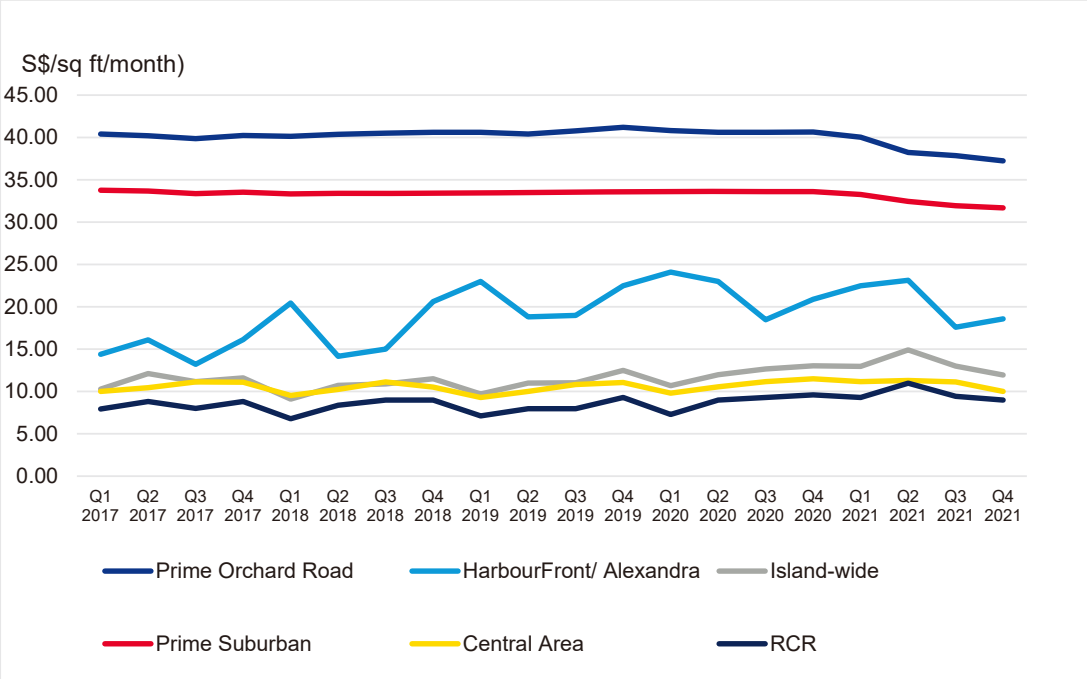
Rents

For 4Q 2021, average retail rents fell island-wide by 3.1% YoY, while the suburban rents and Orchard Road rents fell by 6.0% and 0.5% YoY, respectively. The decline was mainly due to weak demand of retail space amid business closures, low consumer spending and little tourism traffic. The lower decline recorded at Orchard Road in 2021 was attributable to the material drop in 2020, hence the more subtle impact in Orchard Road this year.

However, since the start of the pandemic in 2020, the Orchard Road submarket which the most dependent on tourism, was the hardest hit from the travel restrictions due to the pandemic and saw the most decline in rents overall.

The HarbourFront/Alexandra micro-market attracted locals seeking entertainment on Sentosa amid global travel restrictions. Benefitting from the excellent connectivity, the HarbourFront/Alexandra micro-market continues to be popular with retailers and has had new store openings despite the pandemic. As a result, generally rents have remained stable in this micro-market. However, it is important to note that the rental movements in the HarbourFront/Alexandra micro-market is volatile in the short term due to the small sample size and is highly dependent on the rental contracts signed during the reference quarter. Suburban malls have been more resilient due to the work from home arrangements as they have greater exposure to retail tenants serving necessity needs.

Figure 11: Singapore Retail Rents (2017 – 4Q 2021)



Source: Colliers, Urban Redevelopment Authority (URA)

Retail Transactions

From January to December 2021, there was approximately S$3.1 billion in retail property transactions, a near threefold bump compared to 2020 (about S$1.0 billion). The 2021 transactions included JEM being added to Lendlease Global Commercial REIT, which on its own accounted for about 70% of transaction volume in 2021.

Table 1: Notable Retail Property Transactions in 2021 (Above US$50 million)

Property	Micro-market	Transaction Price (S$)	Unit Rate S$/sq ft)	Date	Tenure	Buyer	Seller
JEM	Jurong East	2077	2539.12	Q3 2021	99 Years	Lendlease Global Commercial REIT	Lendlease Jem Partners Fund Limited
YewTee Point	Choa Chu Kang	220	2986.34	Q2 2021	99 Years	DWS Group, Arch Capital	Frasers Centrepoint Trust
Paya Lebar Square (1-3FL)	Paya Lebar	201.016	2115.95	Q2 2021	99 Years	Low Keng Huat	Sun Venture
Le Quest (Retail)	Bukit Batok	139.38	2158.12	Q3 2021	99 Years	Firmus Capital	Sigitech Holdings Pte Ltd., ZACD Group, Qingjian Int'l
Big Box	Jurong East	118	118	Q1 2021	30 Years	HPRY Holdings, Primero Investment Holdings	TT International , Utraco Group (SG), Prima Group

Anchorpoint	HarbourFront/ Alexandra Rd	110	1549.3	Q1 2021	Freehold	Not disclosed	Frasers Centrepoint Trust

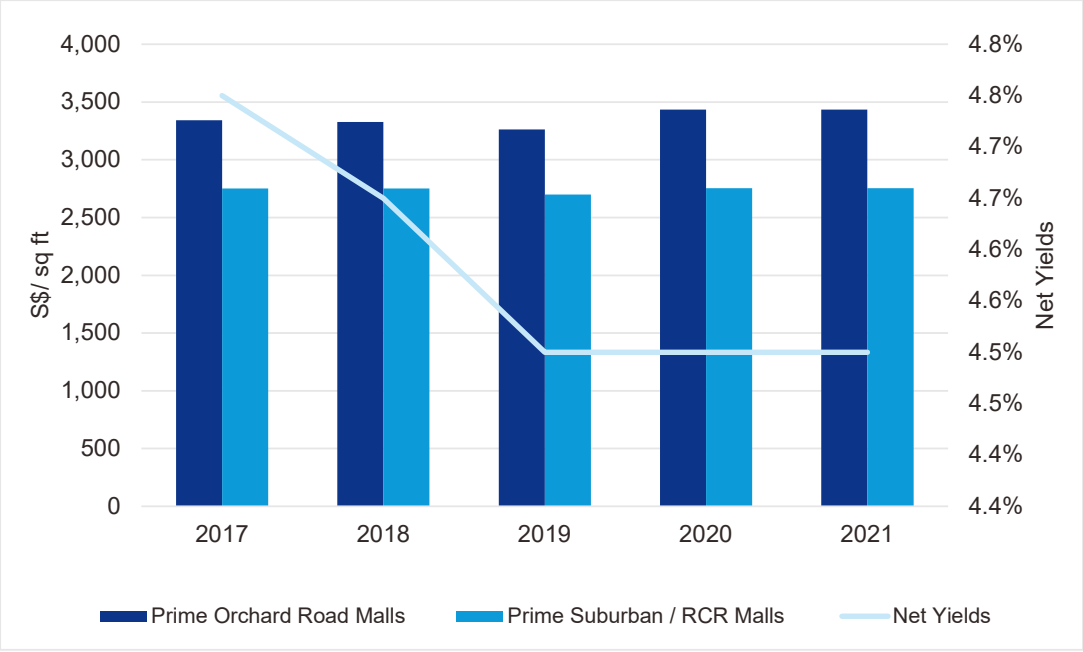
Source: Real Capital Analytics (RCA)

Capital Values and Yields

According to Colliers' valuation metrics, prime retail yields island-wide compressed steadily from 2016 to around the 4.25% to 4.75% range in 2021 amid considerable investment appetite for, but a shortage of, prime assets for sale. The average capital values of prime shopping malls at Orchard Road stood at S$3,434/sq ft, while that of prime suburban and RCR malls were at S$2,753/sq ft as at Q4 2021.

Capital values and net yields have been flat throughout 2021 and are expected to remain that way in 2022, tracking rental rates and stable yields. There is a marked increase in interest for good quality retail mall assets from local and foreign investors as the pandemic subsides. We expect investors to continue to favour mall assets in the long run due to their relative scarcity and stability and the increasing capital allocation to quality assets in Asia's key gateway cities such as Singapore. Therefore, capital values will continue to appreciate amid robust investor appetite for and limited supply of quality retail assets.

Figure 12: Singapore Retail Capital Values & Yields by Area and Grade (2017 – 2021)



Source: Colliers, Urban Redevelopment Authority ("**URA**")
Note: Net Yields are based on Net Operating Income after deducting all operational costs and incentives.

Outlook

Retail sales are expected to gradually return to its pre-COVID level by end-2023 in tandem with easing of COVID-19 restrictions, reopening of international borders, resumption of inbound tourism and an improvement in consumer and business confidence. Notwithstanding that new supply will remain muted in the short term, average rents are expected to stay flat in 2022 but

could improve after that once occupancy levels return to their pre-pandemic levels. Rents are expected to edge up after 2022 as retail sales and footfall improve and occupancy levels return to pre-pandemic levels.

Looking forward, uncertainties are expected to remain due to the evolving nature of COVID-19, and e-commerce will continue to be combined into retailers' online and offline strategies. However, well-positioned malls with a complete range of retail and experiential offerings will continue to stay relevant and benefit from the tourism and retail recovery.

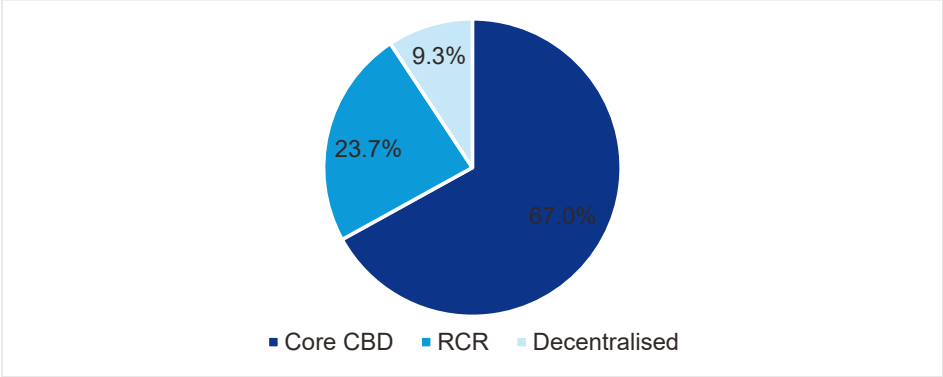
Capital values will continue to appreciate amid robust investor appetite for and limited supply of quality retail assets. The lack of future retail supply in the HarbourFront/Alexandra micro-market as well as the GSW development and future developments on Sentosa and Brani Islands are expected to benefit existing retail properties in the HarbourFront/Alexandra micro-market. VivoCity, Singapore's largest and most diverse shopping mall, maintains its premium positioning within the micro-market and is expected to play a vital role in tourism and retail recovery and the future development of the GSW.

2.5 Singapore Office Market Overview

Existing Supply

According to the URA, existing office stock stood at 87.9 million sq ft as at the end of Q4 2021. The bulk is in the Core CBD (67.0%), followed by the RCR (23.7%) and the remainder (9.3%) in decentralised office locations.

Figure 13: Distribution of Existing Office Stock in Singapore, as at end of Q4 2021

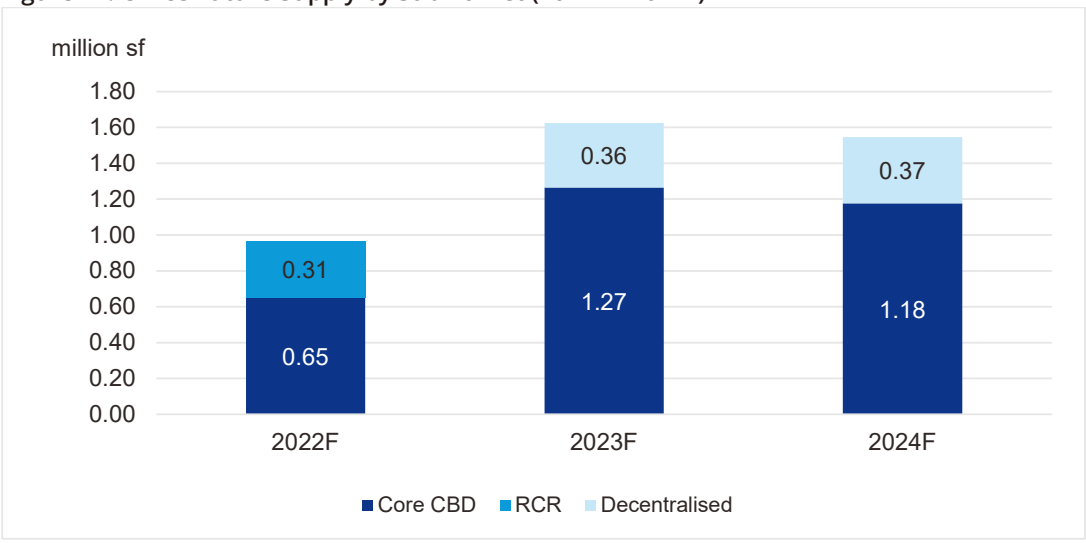


Source: Urban Redevelopment Authority (URA), Chart produced by Colliers Singapore

Future Supply

Approximately 4.1 million sq ft of office supply will be available from 2022 to 2024 island-wide, of which an estimated 75% (or around 3.1 million sq ft) will be in the Core CBD. The CBD Grade A supply is expected to be muted in 2022, with the next major supply wave scheduled for 2023.

Figure 14: Office Future Supply by Submarket (2022F – 2024F)



Source: Urban Redevelopment Authority (URA), Chart produced by Colliers Singapore

In 2022, there will be an expected 0.9 million sq ft of office space to be completed, with majority of the new supply (0.7 million sq ft) to be injected into the Core CBD submarket. Notable upcoming

office developments include the Guoco Midtown integrated development (650,000 sq ft) and Hub Synergy Point redevelopment (130,000 sq ft), both located within the Core CBD.

In 2023, there will be an expected 1.6 million sq ft of office space to be completed, with the majority of the new supply (1.3 million sq ft) to be injected into the Core CBD submarket. The upcoming office supply in Core CBD will come from the IOI Central development (1,258,000 sq ft) which was delayed from 2022. There is an expected 360,000 sq ft of office space to be completed in the decentralised submarket, taken up by the office development at the new mixed-use Punggol Digital District by JTC. The new development will feature a business park, in addition to office, residential and retail components, as well as community facilities and the Singapore Institute of Technology's new campus.

In 2024, the new upcoming office supply is estimated at approximately 1.5 million sq ft, half of which will be in the Core CBD submarket and the other half in the decentralised submarket. Notable new office developments in the Core CBD submarket include Keppel Towers redevelopment and the Shaw Towers redevelopment which will inject approximately 525,000 sq ft and 400,000 sq ft of office space, respectively.

There are two mixed use developments in the pipeline in the Decentralised and RCR submarkets. The office/retail development Holland Road will add another 53,200 sq ft of office space to the total office stock. It is understood that this new development will primarily house the corporate offices of LTA and other government agencies, complementing the Jem office which is 100% leased to the Ministry of National Development (MND), including the Building Construction Agency (BCA) and Agri-food & Veterinary Authority of Singapore (AVA).

Absorption

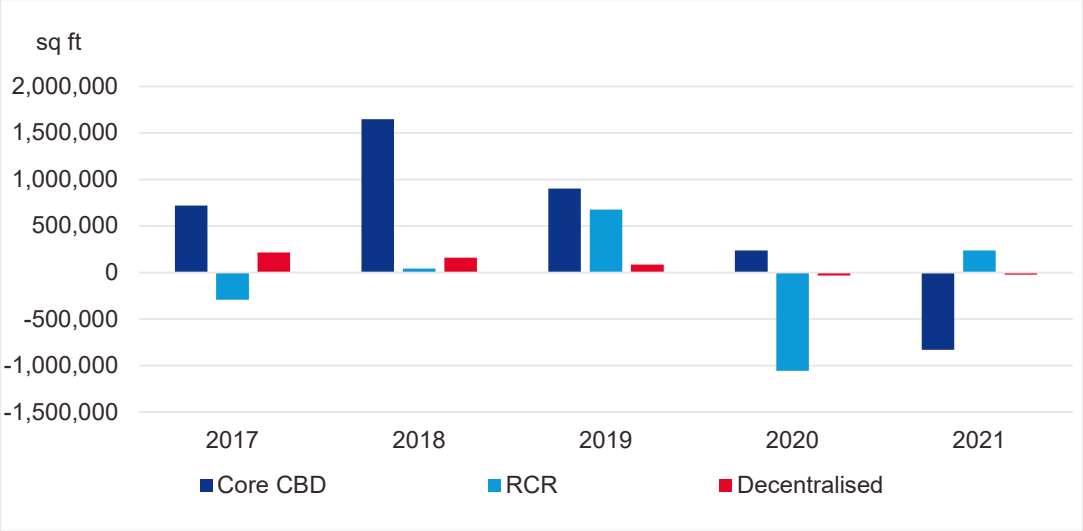
The island-wide office absorption for office space has turned negative for the first time in five years in 2020, with occupied space declining by approximately 850,000 sq ft due to the pandemic. Negative absorption continued in 2021 but at a slower pace, with a decline of approximately 610,000 sq ft occupied space for the full 2021. As a result, vacancy rates have continued to rise from 11.8% as at Q4 2020 to 12.8% as at Q4 2021. Most of the negative absorption recorded was in the CBD Grade B and below segment and is due to the flight-to-quality trend which favoured Grade A and Premium buildings. This sudden decline in absorption and occupancy occurred on the back of the cost-conscious approach of office occupiers and the implementation of WFH arrangements during and after the Circuit Breaker.

Gross absorption in the Core CBD office segment has dropped from approximately 240,000 sq ft in 2020 to approximately -830,000 sq ft in 2021, though the demand level was down significantly from the 0.9 million of sq ft absorbed in 2019. Amid the negative absorption, the addition of 480,000 sq ft of new office space in the Core CBD led to the increase in vacancy rate from 11.6% in 2020 to 13.6% in 2021 amid a supply overhang.

Office demand continues to be driven by the flexible workspace and technology sectors. It has also been reported that Twitter and Rackspace Technology, among other technology firms, are expanding their headcount in Singapore. Furthermore, ByteDance is reportedly planning to invest billions of dollars and recruit hundreds in Singapore as part of its global expansion, while Tencent intends to open a new office in Singapore that will be its regional hub for Southeast Asia. Global technology firm Amazon also recently took over three floors (approximately 90,000 sq ft of space)

at Asia Square Tower 1 from Citigroup which will be relocating some consumer banking staff and employees in other functions to the Changi Business Park. Other firms that performed well during this period are seeking to expand, moving into recently vacated office spaces.

Figure 15: Office Gross Absorption (2017 – 2021)



Source: Urban Redevelopment Authority (URA), Chart produced by Colliers Singapore

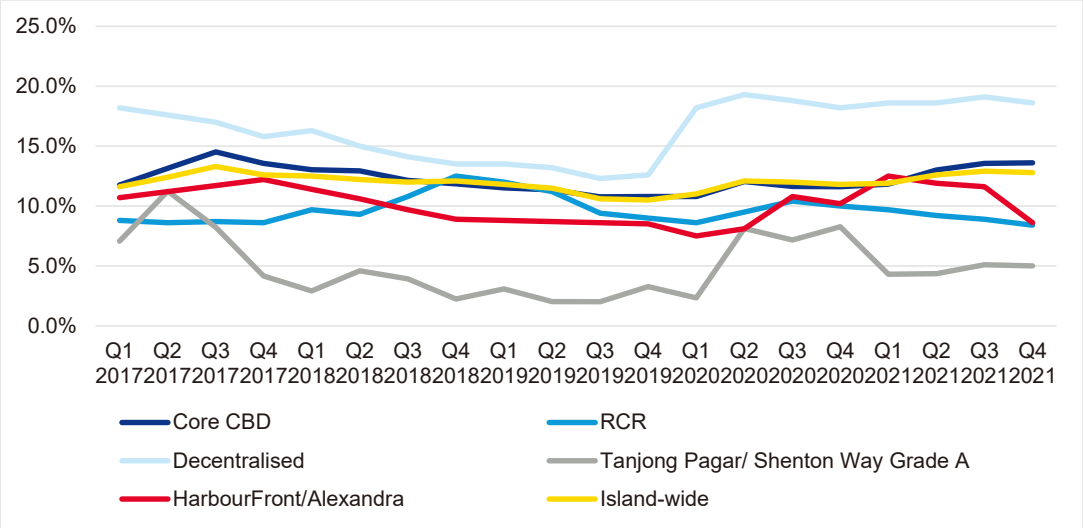
Vacancy Rate

The island-wide office vacancy rate rose from 10.5% as at Q4 2019 to 11.8% as at Q4 2020 and 12.8% as at Q4 2021 amid slower absorption and lower demand amid the economic uncertainty. Similarly, vacancies increased in the Core CBD market, from 10.8% as at Q4 2019, to 11.6% as at Q4 2020 and 13.6% as at Q4 2021. The highest increase in vacancy was in the Decentralised submarket, where vacancy increased from 12.6% as at Q4 2019, to 18.2% as at Q4 2020 and 18.6% as at 4Q 2021, due to the less established tenant profile and the shift to WFH, particularly among small and medium sized enterprises.

In the HarbourFront/Alexandra micro-market, the vacancy level moved in line with the Island-wide trend, from 8.5% as at Q4 2019, to 10.2% as at Q4 2020 and 8.6% as at Q4 2021 amid slower demand and nearly 40,000 sq ft of new office supply in the area. The Tanjong Pagar/Shenton Way micro-market recorded an increase in vacancy from 3.3% as at Q4 2019 to 8.3% as at Q4 2020, but the vacancy declined to 5.0% as at Q4 2021 amid the decline in stock associated with the refurbishment of large office buildings which led to major tenants relocating to nearby properties.

The rise of the office vacancy rate has been a global phenomenon over the past two years and was linked directly to the pandemic and the economic downturn associated with it. In Singapore, the vacancy rate is expected to gradually return to its pre-pandemic level by 2024 amid the widespread return to the office and given the city-state's strong economic and business fundamentals.

Figure 16: Singapore Office Vacancy Rate (2017 – 2021)

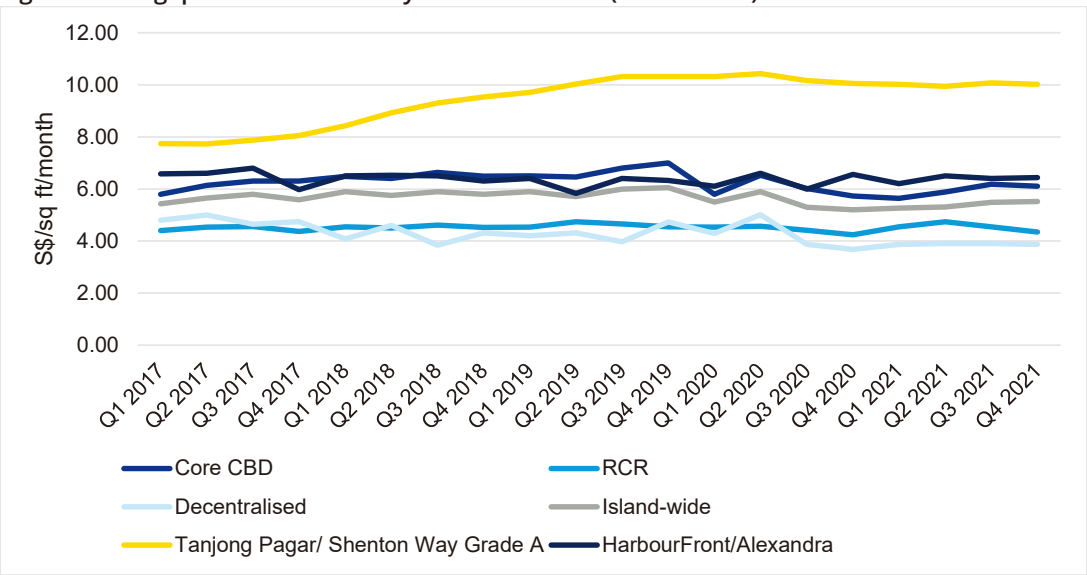


Source: Urban Redevelopment Authority (URA), Chart produced by Colliers Singapore

Office Rents

According to the URA, the median rent of island-wide office space shows signs of recovery as it rose by 6.1% year-on-year from Q4 2020 to S$5.52 /sq ft per month as at Q4 2021 as WFH became the norm for a majority of companies amid the pandemic. Based on Colliers Research, the Core CBD showed uptick in rents as well, marginally by 6.5% in Q4 2021 compared to Q4 2020. The RCR and Decentralised submarket has shown similar improvements in average rents by 2.6% and 5.2%, respectively, as at Q4 2021 compared to Q4 2020. The HarbourFront/Alexandra micro-market located in the RCR area experienced a fall in median rents by 2.0% as at Q4 2021 compared to Q4 2020.

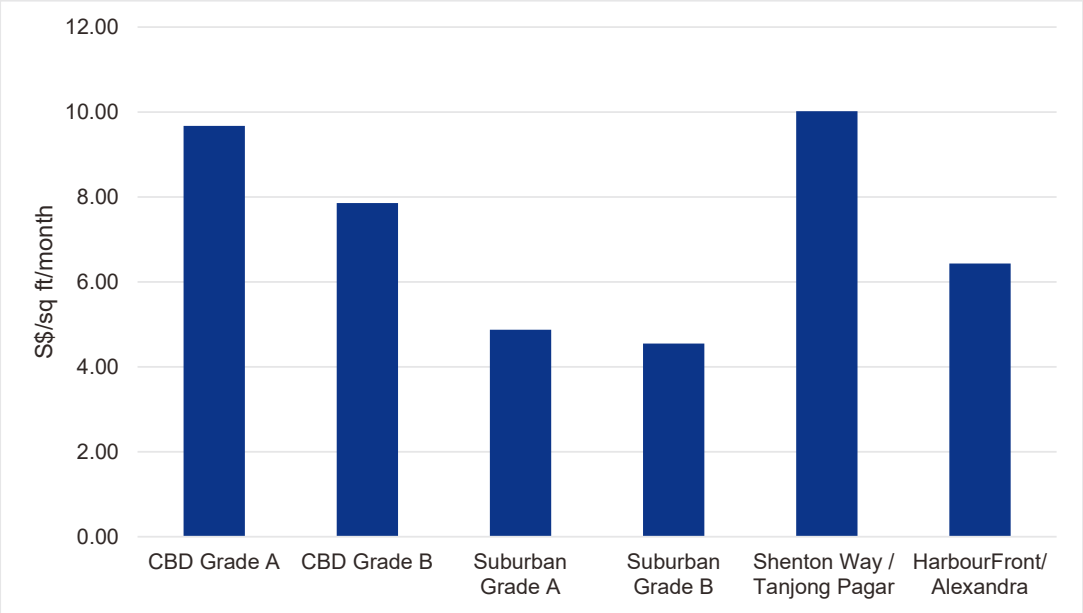
Figure 17: Singapore Office Rents by Area and Grade (2017 – 2021)



Source: Urban Redevelopment Authority (URA), Chart produced by Colliers Singapore

The rents in the HarbourFront/Alexandra micro-market stood at S$6.43/sq ft pm as at Q4 2021, which are well below rents in the Core CBD Grade A segment (S$9.67 sq ft per month) but are considerably higher than in the Decentralised market (Suburban Grade A at S$4.87 and RCR at S$4.55/sq ft per month). As at 4Q 2021, the office rents in the HarbourFront/Alexandra and the Tanjong Pagar micro-markets have been resilient in the face of the pandemic, a modest decline of 2.0% and 0.3% year-on-year respectively compared to their 2020 levels.,The resilience in the HarbourFront/Alexandra and the Tanjong Pagar micro-markets can be attributed to strong tenant profile, long term tenancies and exposure to growth sectors which benefited from the pandemic.

Figure 18: Average Office Rent by Micro-Market and Segment as at Q4 2021



Source: Colliers

Key Drivers and Developments

Since the start of the pandemic, there has been an acceleration of the decentralisation trends as the move towards telecommuting meant businesses seeking to reduce their workforce concentration in the CBD and lowering their office real estate rental costs. The rising rents and tight vacancies in the CBD over the past few years has seen a move towards a decentralised business operation model, which was made possible by the economic decentralisation policy of the Urban Redevelopment Authority (URA), promoting the development of new office precincts outside of the Central Area, including at HarbourFront/Alexandra, Paya Lebar and Jurong East. The trend for shifting non-consumer facing operations to these non-CBD areas in recent years, are expected to continue as the companies adopt more flexible WFH and hybrid work arrangements. With rising occupier demand for decentralised office spaces and business centres, the rental premium between CBD vs non-CBD areas is expected to narrow as the latter raise their profile as attractive prime decentralised office locations in years to come.

Transactions

In 2021, there was approximately S$4.4 billion worth of office property transactions in Singapore. The value of office property transaction was significantly higher than in 2020 during which S$1.9 billion worth of office properties was transacted. The number of office transactions rose from 147 in 2020 to 208 in 2021 as market activity recovered gradually from the pandemic. There was one notable office transaction (Keppel Bay Tower) recorded in the HarbourFront/Alexandra office micro-market during the same period.

Table 2: Notable Office Property Transactions in 2021 (Above US$50 million)

Property	Micro-market	Transaction Price (S$ million$)	Unit Rate (S$/ sq ft)	Date	Tenure	Buyer	Seller
One George Street	Raffles Place /New Downtown	1,281.50	2,875.03	Q4 2021	99 Years	Nuveen Real Estate (UK), JP Morgan	CapitaLand Integrated Commercial Trust, FWD Group
OUE Bayfront	Raffles Place /New Downtown	1,267.50	3,170.11	Q1 2021	99 Years	Allianz RE APAC, NPS	OUE Commercial REIT
9 Penang Road	Orchard Road	985.00	2,468.40	Q2 2021	99 Years	Haiyi Holdings Pte Ltd	Suntec REIT
Keppel Bay Tower	Harbourfront/ Alexandra	657.20	1,692.50	Q2 2021	99 Years	Keppel REIT	Keppel Land
Robinson Point	Raffles Place /New Downtown	500.00	3,758.79	Q2 2021	999 Years	Viva Land Investment & Development Holdings	Tuan Sing Holdings
Robinson Centre	Tanjong Pagar/Shenton Way	422.00	2,972.71	Q3 2021	99 Years	Rivulets Investments	ARA Asset Management
PIL Building	Tanjong Pagar/Shenton Way	325.00	3,031.72	Q2 2021	Freehold	TE Capital Partners, LaSalle	Pacific Intl Lines
Maxwell House	Tanjong Pagar/Shenton Way	276.80	1,542.33	Q4 2021	99 Years	Chuan Holdings, Chip Eng Seng, SingHaiyi Group	NA
Crown at Robinson (Condo)	Orchard Road	257.50	3,642.15	Q4 2022	Freehold	Tahir Family	Wywy Group
Westgate Tower (6-25FL)	Jurong East	242.84	796.29	Q2 2021	99 Years	Sun Venture	Low Keng Huat
Certis Cisco Centre	Paya Lebar	150.00	0.00	Q2 2021	30 Years	Lendlease	Temasek
108 Robinson	Tanjong Pagar/Shenton Way	142.69	2,601.13	Q1 2021	Freehold	PGIM Real Estate	Sin Capital Partners
Suntec City Tower 2 (12-13FL)	City Hall	69.22	2,449.86	Q2 2021	99 Years	Silk Road Property	Suntec REIT, ARA Asset Management

Source: Real Capital Analytics (RCA)

Office Capital Values and Yields

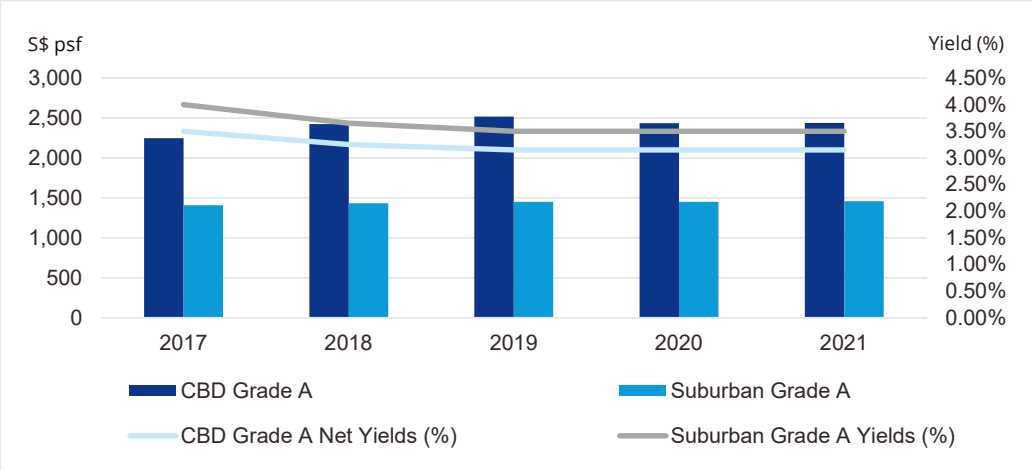
The capital values and rental yields for CBD Grade A and suburban Grade A office have generally stayed flat in the first three quarters of 2021 amid uncertainty about the pandemic and the extension of the WFH arrangements. The average capital value of CBD Grade A office properties showed signs of recovery as in Q4 2021, increasing by 0.1% year-on-year from S$2,436 /sq ft in 2020 to S$2,438 /sq ft in 2021, along with the rental recovery. In contrast, the Suburban Grade A capital value improved by 0.5% from S$1,452/sq ft in 2020 to S$1,460/sq ft in 2021, demonstrating the resilience of suburban office assets.

Based on Colliers' valuation matrix, the net rental yields for CBD Grade A office properties stood at 3.15% in 2021, remaining stable from 2020 while net rental yields for Suburban Grade A office properties stood at 3.5% in 2021, also unchanged from 2020, in spite of the rental compression in these submarkets, supported by the strong investor demand for Singapore office buildings as a safe revenue-generating asset.

While the threat of rising interest rates has become a concern for real estate investors, the Singapore office market is expected to continue to record a healthy level of capital appreciation for years to come. The Singapore office capital values are expected to continue an upward trajectory of about 2.8% per year amid the strong investor interest for Singapore office buildings, large volume of liquidity chasing yield-generating assets, a limited supply of office properties available in the market and the city-state's robust long-term economic fundamentals.

Capital value growth of good quality office assets are expected to remain healthy amid the increasing weight of capital allocation to gateway cities in Asia such as Singapore. Rental yields are expected to remain relatively constant amid the low interest rate environment and the desirability of Singapore office properties as an investment asset class.

Figure 19: Singapore Office Capital Values and Yields by Area and Grade (2017 – 2021)



Source: Colliers, Urban Redevelopment Authority ("**URA**")
Note: Net Yields are based on Net Operating Income after deducting all operational costs and incentives.

Outlook

Market dynamics are conducive to recovery in the office property market sector, which is expected to gradually return to its pre-pandemic performance by the end of 2024. Singapore's economic recovery is well underway, with Singapore's GDP growing by 7.2% in 2021. New office demand continues to be driven by the technology sector, an overall post-pandemic business recovery and the gradual but widespread return to the office. The trend towards office decentralisation is likely to continue with the development of new business park and suburban commercial locations and the strong occupier demand for this type of space. Furthermore, there will be limited new office supply levels in the short term, with the upcoming next new supply being relatively low compared to historic levels. CBD stock is expected to further reduce through redevelopment by landlords, such as AXA Tower, Fuji Xerox Towers and Tower Fifteen which have all announced plans for redevelopment, and more are expected to follow in the next few years. Despite the rise of permanent work from home and hybrid work arrangements, the Singapore office sector will remain relevant for occupiers across most industries, particularly for growth sectors such as finance, technology and business services where face to face interactions and relationship building will remain key.

The office micro-markets adjacent to the GSW, including Tanjong Pagar/Shenton Way and the HarbourFront/Alexandra areas, will considerably benefit from the infrastructure development and urban rejuvenation projects to be delivered nearby in the coming years. New MRT stations on the Thomson East Coast Line (TEL) and the Circle Line extension are expected to start operations within the area by 2026, significantly enhancing the connectivity and accessibility of the area. Furthermore, the redevelopment of the port lands in the GSW into an extension of the downtown core under a "live work play" concept will rejuvenate the area and help position it as one of Singapore's more attractive business locations. The office assets in these areas, including those owned by Mapletree Commercial Trust, will benefit from their premium positioning, strategic location at the heart of the GSW and near key transport infrastructure as the area develops and become one of Singapore's more sought-after office locations.

Demand for office space in the HarbourFront/Alexandra micro-market will remain resilient in the near to medium term as more office occupiers look to the decentralised business locations outside the CBD to save on rental costs and adopt a hybrid strategy. In addition, in view of the projected growth of the technology sector and their penchant for locating in the RCR/suburban market, a healthy and resilient demand for office spaces in this micro-market is expected in the coming years. Rental rates are projected to improve over the next five years in all submarkets amid limited new supply and strong economic and business fundamentals in Singapore. Capital value growth of good quality office assets are expected to remain healthy amid the increasing weight of capital allocation to gateway cities in Asia. Rental yields are expected to remain relatively constant amid the low interest rate environment and the desirability of Singapore office properties as an investment asset class.

2.6 Singapore Business Park Market Overview

Singapore Business Park

"Business parks" are campus-like spaces that cater to non-pollutive industries and businesses which engage in high-technology, research and development, high value-added and knowledge-intensive activities. Spaces are typically modern offices for various business activities permitted in the URA land-use requirements. These parks are a common location for back-office, research & development and company headquarters.

Featured below is a map of Singapore's business park clusters.

Figure 20: Existing and Planned Business Park Clusters in Singapore

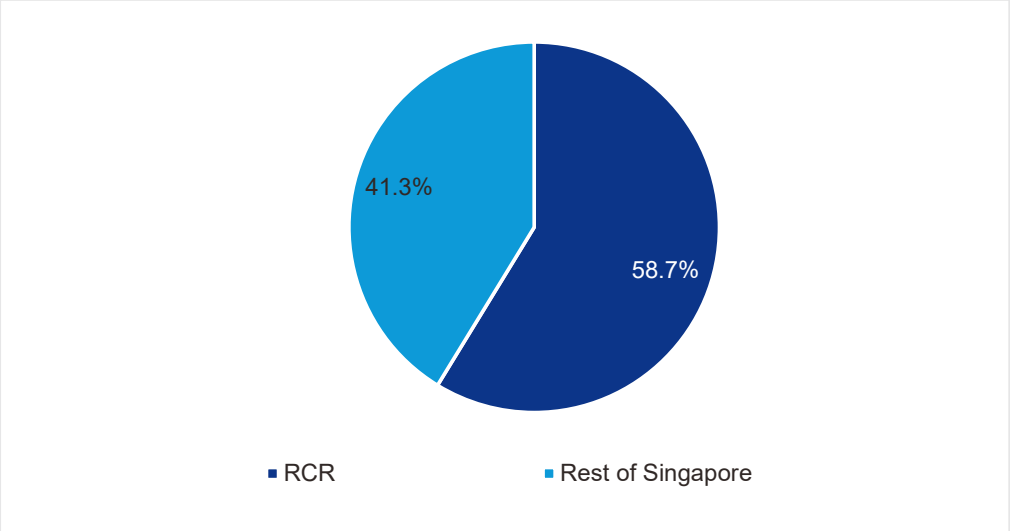


Source: Colliers, J-Space

Existing Supply

As the end of 2021, the business park stock stood at about 24.5 million sq ft concentrated in seven clusters. Most of the business park stock are located in the RCR (58.7%), comprising Mapletree Business City, one north and Singapore Science Park. The remaining supply (41.3%) includes Business Park @ Chai Chee, Changi Business Park, Cleantech Park and the International Business Park. Two additional large business park clusters - the Jurong Innovation District and the Punggol Digital District - are currently in development for completion by 2024 and are expected to consolidate the business park offerings in Singapore, bringing the total number of business park clusters in Singapore to nine.

Figure 21: Existing Business Park Distribution (As of Q4 2021)

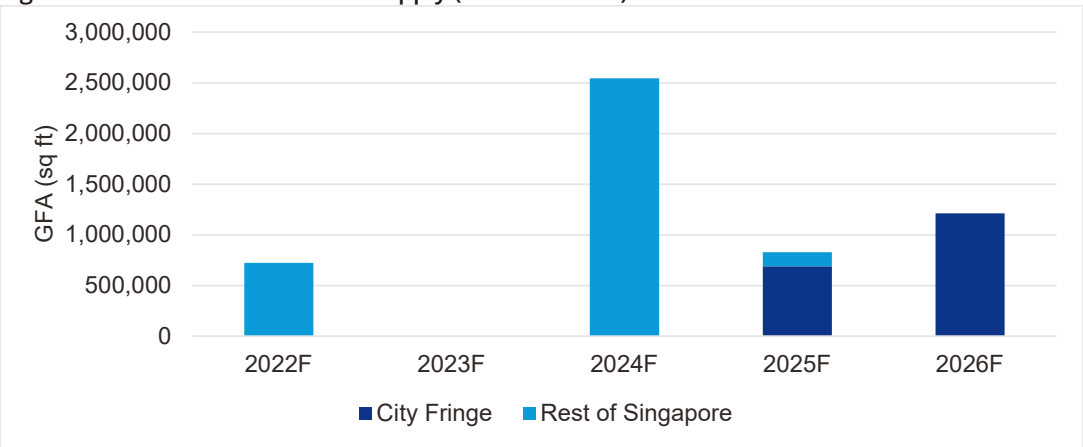


Source: Colliers, J-Space

Future Supply

There is currently 5.3 million sq ft of business park space in the development pipeline in Singapore, some of which will be delivered in 2022 and others from 2024 to 2026. In 2022, the completion of the Surbana Jurong Campus and Cleantech Three will inject approximately 0.4 million sf and 0.3 million sq ft of GFA respectively, both in the Western Water Catchment district. Almost half of the new supply will be delivered in the Punggol Digital District in Punggol, developed by the JTC Corporation in 2024. The 1 Science Park Drive business park project by a joint venture between CapitaLand Development and Ascendas REIT is intended to redevelop the former TÜV SÜD PSB Building into a 1.2 million sq ft life science and innovation campus in 2026. Other notable business park projects also include the development of another Science Park Drive site by the Science Park Property Trustee (310,216 sq ft), the development of the Kajima HQ in Tampines (139,608 sq ft), and a development at North Buona Vista Drive by HB Universal (378,674 sq ft).

Figure 22: Future Business Park Supply (2022 to 2026F)



Source: Colliers, J-Space (Note: there is no new supply expected in 2022 and 2023)

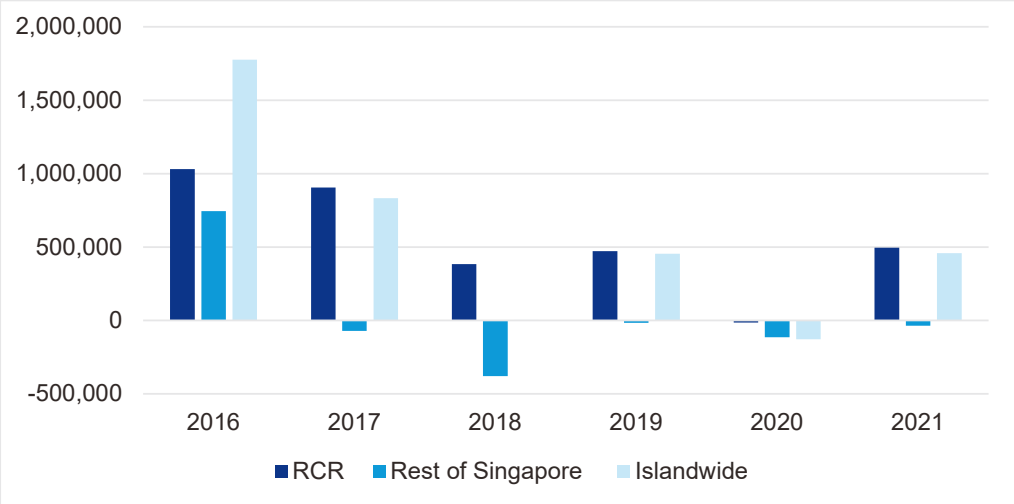
Absorption

From 2017 to 2021, the island-wide business park market averaged about 300,300 sq ft of new net supply and 324,351 sq ft of annual absorption, which led to a decrease in the overall vacancy rate from about 17.0% in 2016 to 15.5% in 2021. In 2021, approximately 0.88 million sq ft of business park space has been completed, considerably higher than the five-year average of 300,300 sq ft per year, due to construction delays related to the pandemic in 2020. The absorption recorded in 2021 (458,700 sq ft) also exceeds the average of the past five years. An increase in the vacancy rate was recorded in 2021 relative to 2020 given the large amount of business park space delivered in a relatively short time period.

Absorption in the Island-wide business park segment has dropped from approximately 1.8 million sq ft in 2016 to approximately 460,000 sq ft in 2021, though the demand level was down significantly to approximately 4,000 sq ft absorbed in 2018. The higher absorption levels despite the addition of 480,000 sq ft of new business space in the RCR in 2021 led to the improvement in vacancy rate from 8.9% in 2020 to 8.5% in 2021.

The absorption in the Rest of Singapore sub-market has shown declining absorption from 2017 onwards, standing at -36,000 sq ft in 2021 as the net supply had risen to 0.4 million sq ft for the same period.

Figure 23: Singapore Business Park Absorption (2017 – 2021)



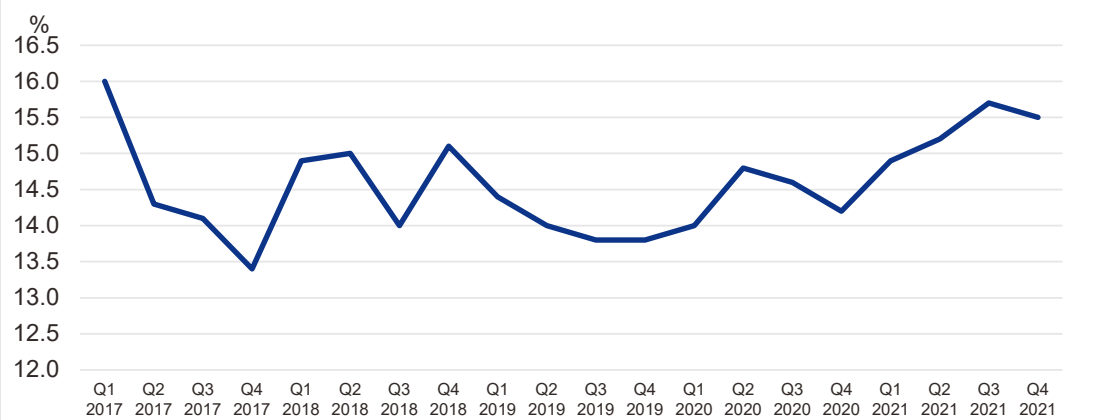
Source: Colliers, J-Space

Vacancy

Island-wide business park vacancy rate rose moderately from 13.8% as at Q4 2019 to 14.2% as at Q4 2020 and 15.5% as at Q4 2021 amid slower absorption and economic uncertainty due to the global Covid-19 pandemic. Vacancy rates of business park in the RCR remained flat from Q4 2019 to Q4 2020 at 8.9% and fell slightly to 8.5% as at Q4 2021, while the business park vacancy rate in the rest of Singapore increased from 20.7% as at Q4 2019, to 21.7% as at Q4 2020 and 25.2% as at Q4 2021. In addition to slower demand, the increase in the vacancy rate recorded in 2021 relative

to 2020 was due to the large amount of business park space delivered in a relatively short time period.

Figure 24: Singapore Business Park Vacancies (2017 – 2021)



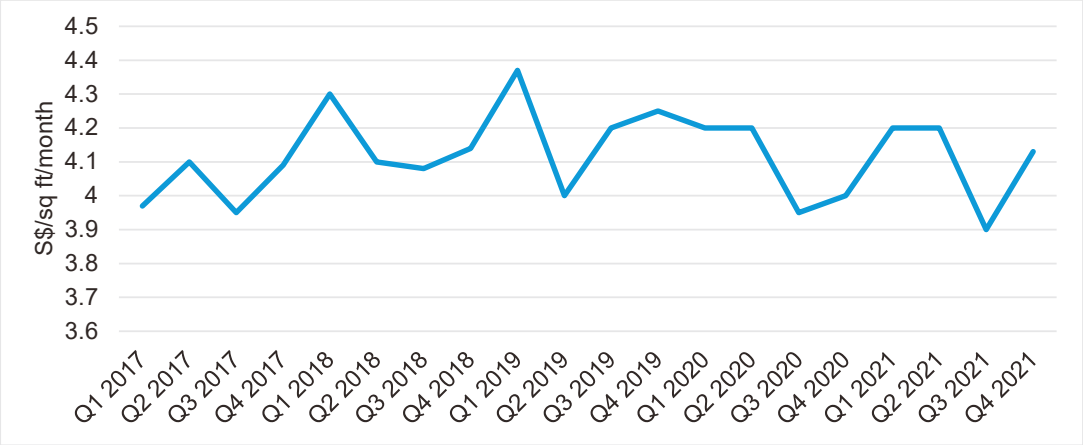
Source: Colliers, J-Space

Business Park Rents

Business park rents have fared well given their lower costs relative to CBD office spaces and their substantial exposure to occupiers who benefited from the pandemic including the pharmaceutical, technology and health sectors. They have increased by an average CAGR of 0.24% per year from 2017 to 2021 and have stayed resilient with only a few minor dips in 2019 to 2021. However, rents for business parks in the RCR and the rest of Singapore submarkets have been diverging.

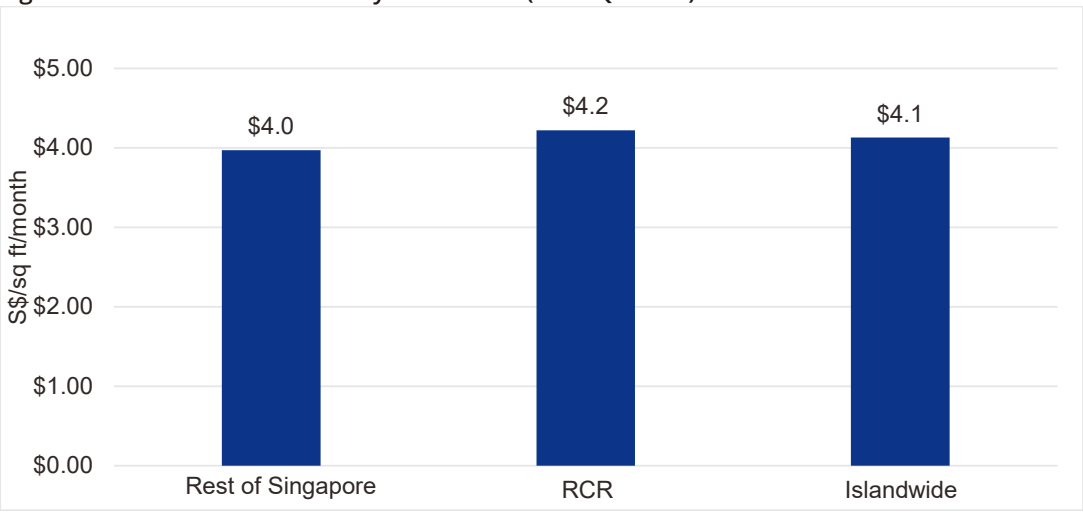
Business park properties located in the RCR submarket, comprising one-north, Singapore Science Park and Mapletree Business City, have always enjoyed rental premiums compared to other business park clusters given its clear advantage in locational attributes, close proximity to the CBD as well as its good quality stock. Rental rates for the RCR submarket have performed well since 2020 as a result of the limited supply of new business park projects in the area such as 3 Media Close and 28 Biopolis Road, coupled with strong demand for decentralised business locations close to the CBD. On the other hand, business park clusters located in the rest of Singapore have seen rents slightly lower than RCR rents. This diverging performance is expected to continue. Rents for RCR business parks are projected to increase given steady demand but limited new supply, while rents for those in the rest of Singapore are projected to remain stable amid greater upcoming supply in years to come.

Figure 25: Business Park Rents (2017 – 2021)



Source: Colliers, J-Space

Figure 26: Business Park Rents by Submarket (as of Q4 2021)



Source: Colliers, J-Space

Key Drivers and Developments

The Singapore business park market has benefited from the decentralisation and WFH trend that was accelerated by the pandemic. A growing number of corporate occupiers are considering business park spaces as an alternative to prime CBD office spaces in order to reduce their office costs and provide greater flexibility to their employees. The shift to a hybrid work from home / office arrangements has generally been in favour to the business park segment as it allows to reduce the desktop cost of employees that may only be present physically a few days per week. In addition, decentralised business parks are usually located near residential areas which provide shorter commute hours for employees. Moreover, with the increasing shift toward large occupiers consolidating their headquarters and industrial spaced into a single integrated facility, there is a growing demand for purpose-built business park facilities in Singapore.

Transactions

In 2021, there were 5 business park property transactions totalling approximately S$1.32 billion in Singapore, more than double that of 2020 when there was only one S$630 million business park transaction. Business park properties have become a key asset class of interest in recent years given their attractive rental yield and the strong occupier demand for decentralised business space.

Table 3: Notable Business Park Property Transactions in 2021 (Above US$50 million)

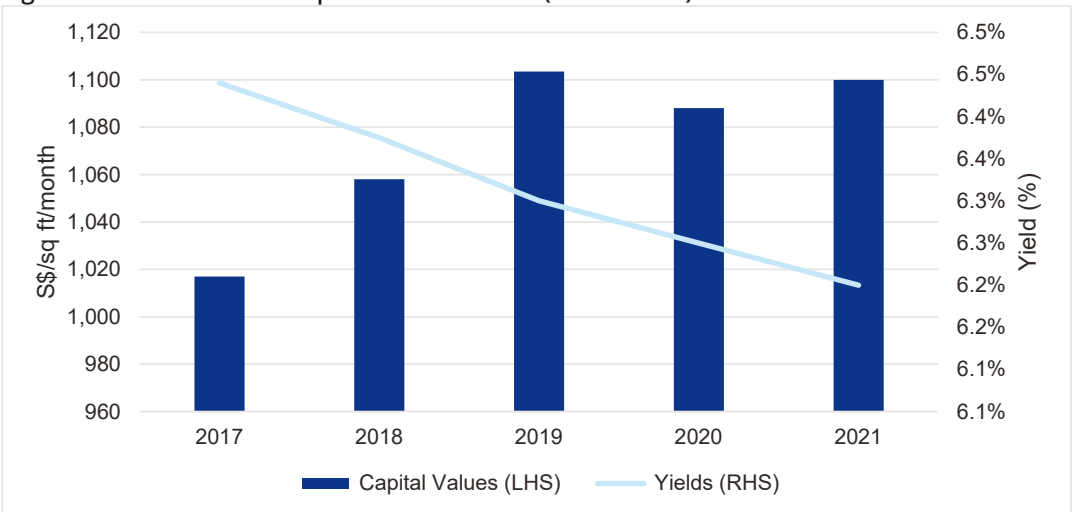
Property	Sub-Market	Transaction Price (Million)	Unit Rate (S$/sq ft)	Date	Tenure	Buyer	Seller
Galaxis	RCR	720	1101.03	Q2 2021	60 Years	Ascendas REIT	CapitaLand
Solaris	RCR	365.3	827.34	Q2 2021	60 Years	Blackstone	Soilbuild REIT
PSB Science Park Building	RCR	103.16	441.87	Q4 2021	60 Years	CapitaLand Development	Ascendas REIT
Eightrium at Changi Business Park	Changi (Rest of Singapore)	97.2	548.27	Q2 2021	60 Years	Blackstone	Soilbuild REIT
Cyberhub @IBP	Jurong East (Rest of Singapore)	39	334.2	Q2 2021	60 Years	Not disclosed	Swiber Holdings Ltd

Source: Real Capital Analytics (RCA), Colliers

Capital Values and Yield

Business parks have become a favoured investment asset class by institutional and private equity investors given their attractive rental yields and more attractive price point compared to office and retail assets. Capital values for business parks are expected to continue to appreciate at a rate of about 2.5% per year over the coming years amid strong occupier and investor interest for the business park segment in Singapore. Yields are expected to compress only gradually in the coming years to about 6.0% amid the prospect of rising interest rate environment.

Figure 27: Business Park Capital Value & Yields (2017 – 2021)



Source: Colliers, JTC Space ("JSpace")
Note: Net Yields are based on Net Operating Income after deducting all operational costs and incentives.

Outlook

Singapore's business park sector is expected to return to its pre-pandemic performance level by the end of 2022 and reach new peak in 2024 for rents due to strong occupier and investor interests, limited new supply, and sustained growth in the technology, pharmaceutical and health sectors. Business park properties are also becoming increasingly attractive for large corporate occupiers interested in consolidating their regional headquarters, R&D and industrial activities in a single location. The trend for shifting non-consumer facing operations to non-CBD areas, as seen in Google and Cisco moving to Mapletree Business City in recent years, will continue to support the demand for good quality and well-located business parks.

Business park properties located in the RCR are expected to outperform Grade A office market in years to come as they continue to attract occupiers interested in reducing their CBD office footprint in favour of low-cost yet centrally located spaces. With hybrid work arrangements becoming more permanent across many business sectors, corporate occupiers will increasingly adopt a multiple office location strategy with appropriate cost and quality levels according to business functions. The business park segment will attract a fair share of business functions that do not require day-to-day face-to-face interactions and that require specialised on-site facilities such as lab, R&D spaces and testing facilities. Mapletree Business City is one of the key business park assets located in the RCR that will continue to benefit from the decentralisation trend given its prime positioning and location, Grade A building specifications, campus-style environment and proximity to amenities.

3 China

3.1 General Economy

Overview of the Market and Political Environment

China is the second largest economy in the world and over the past few decades, it has been one of the world's fastest growing economies. Its economy is underpinned and driven by the output of its Tier 1 cities which include Beijing, Shanghai, Guangzhou and Shenzhen that are frequently chosen by large domestic companies and multinationals as locations in which to establish a foothold and grow. China is the world's largest manufacturer and exporter and with a population that is becoming wealthier rapidly. It is now also the second largest importer in the world. As one of the world's fastest growing economies, its current economic development is expected to be underpinned and boosted further by its new 'dual circulation' development strategy, which will prioritise domestic consumption, whilst ensuring it remains open to international trade and investment.

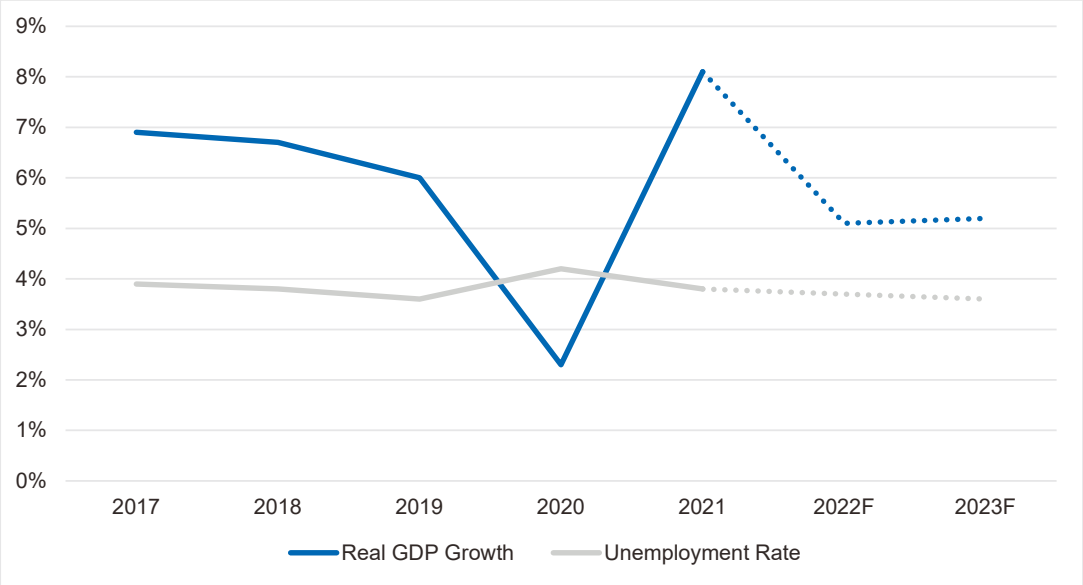
While geopolitical concerns remain, in particular relations between China and US, the domestic political environment remains stable. At the closing of the sixth plenary session of the Central Committee, a historic resolution was passed that will secure President Xi Jinping's political power for the foreseeable future and pave the way for his win for a third term as president in the 2022 convening of the National Congress.

GDP and Employment

China was the only major economy to post a positive GDP growth rate in 2020. Recovery gathered further momentum in 2021, with a GDP growth rate of 8.1%. This can largely be attributed to China's adoption of the 'Zero-COVID' strategy which has kept local transmission to a minimum for much of the year, allowing most activities to return to normalcy in 2021, although Q1 2022 has seen several outbreaks of COVID-19 across Chinese cities with snap lockdowns being imposed in some areas.

The GDP growth rate of 8.1% in 2021 represents a 5.8 percentage point increase from 2020 as the economy continues to recover from the impact of COVID-19.

Figure 28: GDP Growth and Unemployment Rate from 2017 to 2023F



Source: Colliers, Chinese Statistics Bureau

The economic stability has boosted the jobs market. While unemployment rate rose to 4.2% in 2020, it improved to 3.8% in 2021 as businesses expanded and manufacturing output rose in line with the re-opening of other major economies.

Economic Fundamentals and Drivers

The economy in China is driven predominantly by state owned enterprises which account for over 60% of China's overall market capitalisation and 40% of China's GDP. The domestic economy is underpinned and driven by the output from its key Tier 1 cities which include Beijing, Shanghai, Guangzhou and Shenzhen. The principal seat of government, Beijing, along with the financial capital of China, Shanghai, are the two key cities and will remain the main focus of investment for the foreseeable future.

In December 2021, China hosted its Central Economic Work Conference (CEWC), its annual economic summit, and communicated its clear shift in policy focus - from de-risking and de-leveraging to supporting growth. The CEWC also saw the emphasis of economic stability with prudent monetary policy to ensure reasonably sufficient liquidity, together with the expansion of domestic demand. Another 50-basis point RRR cut and a 10-basis point policy rate reduction are expected during H1 2022.

Based on the Government's 14th Five-Year blueprint, China reiterated its commitment to high quality growth and development, encouraging innovation and digitalisation, as well as improving living standards and the environment. These are expected to drive demand from sectors such as telecommunications, media and technology (TMT), finance and business services, benefitting Gateway Plaza and Sandhill Plaza – the two properties from Mapletree North Asia Commercial Trust ("MNACT").

In addition, China's push to achieve technology self-sufficiency, especially in strategically important industries such as semiconductors and biomedical, is expected to benefit Sandhill Plaza, with the government prioritising Shanghai as an innovation hub.

Population

China is the world's most populous country, with an estimated population of 1.447 billion as at December 2021. However, the yearly population growth rate has been falling steadily since the late 1960's and now stands at 0.39% for 2021 compared to 2020.

Inflation

While much of the western world is focused on rising inflation rates, China's current inflation rate remains within an acceptable range at 1.5% at the end of Q4 2021, representing a dip from the 2.3% that was recorded in November 2021 which was the highest since August 2020. This inflation rate is well below the optimum target of 3.5% set by the central government.

Monetary and Forex Policies

A central part of the Chinese economy is the effective management of the Yuan exchange rate so as to benefit exports. The Exchange Rate in China is pegged to the US Dollar and the rate is adjusted from time to time on a managed float system.

Geopolitical Events and Risks Factors

While the domestic environment looks very stable, there are a number of geopolitical flashpoints which have the potential to unsettle the Chinese economy. The key issue is the ongoing tension with the United States (US) which has led to a series of tit-for-tat sanctions and the de-listing of several Chinese companies from US stock exchanges. Given China's relationship with Russia, the Russia-Ukraine conflict has resulted in further geopolitical tension between China and the western nations.

Domestically, President Xi Jinping has called on China to achieve common prosperity and to narrow the wealth gap within the country. While this is not a new policy, we have seen a crackdown on technology and private tutoring companies which have made investors nervous. This, coupled with a general policy of being a more inward-looking nation in the years to come, have contributed towards a degree of uncertainty over China's long term economic growth.

Outlook of Economy

Beijing hosted the Winter Olympic games in February 2022 and whilst this was not the international spectacle that people may have hoped for, it is still expected to have had a positive impact upon the economy. Domestically, the continued adoption of the 'Zero-Covid' strategy should ensure that most business operations will remain largely unaffected by widespread outbreaks seen in other parts of the world which in turn should also ensure positive economic growth throughout 2022.

While China's economy was well supported in 2020 (compared to other major economies) due to the 'Zero-COVID' strategy and border restrictions, moving forward, the continuation of such strategies will continue to limit consumption and economic growth.

However, a lot of attention is now turning towards when China will start opening up again to international travel. There have been no official remarks yet, but it is expected that this will provide a significant boast to the economy.

3.2 COVID-19

Impact of Pandemic

The overall impact of the COVID-19 pandemic in China has been far less than in many other countries around the world. Having first identified the virus in Wuhan in December 2019, China was the first country to impose lockdowns on its population. The biggest impact was therefore felt in Q1 2020 and Q2 2020 when much of the country was locked down and factories were shut down.

Since then, China has set strict entry requirements, with international travellers banned and long quarantine periods imposed for Chinese citizens returning from overseas. This, combined with rapid responses to any isolated outbreaks, has effectively ensured that there have been fewer local cases since Q2 2020, allowing businesses to return to a near normalcy.

Nevertheless, the lockdowns from 2020 did carry some economic costs and with temporary business closures, overall leasing demand fell strongly for the year. While demand is seeing a recovery, rents and capital values remained below pre-COVID levels in 2021.

There have also recently been a number of COVID-19 Omicron outbreaks in China, leading to several flash lockdowns across various cities. On 28 March 2022, Shanghai's city government announced that the city will go through a two-phase lockdown for nine days to contain the spread of COVID-19. These outbreaks are the largest that have been seen in China since the initial outbreak in Wuhan in January 2020. With similar lockdowns observed in Shenzhen and Jilin Province in the far north, there could be further challenges ahead should the situation deteriorate significantly in China.

Despite rising numbers of confirmed COVID-19 cases in parts of China, there still remains a general preference to work from the office, contrasting with the global trend of remote work.

3.3 Real Estate Investment Market Drivers and Trends

Overview of Key Cities in China

Chinese cities are typically classified by tiers based on income levels, population sizes, infrastructure, talent pool and business opportunities. This is an informal classification system which is not officially recognised or used in published materials by the central government.

'Tier 1' cities generally include Beijing, Shanghai, Guangzhou and Shenzhen. In real estate terms, these cities are typified by having a high level of international quality office, retail and industrial stock and are frequently chosen by large domestic companies and multinationals as locations in which to do business. As such, rents in these cities are normally higher than in 'Tier 1.5' or 'Tier 2' cities. 'Tier 1' cities attract a lot of attention from developers and there is normally a significant supply of new stock. This is essential to facilitating growth, but as a result, vacancy rates are typically higher than other cities across China.

The next tier is referred to as 'Tier 1.5' or 'New Tier 1' and this includes several provincial capitals including Chengdu, Chongqing, Hangzhou, Wuhan, Nanjing, Tianjin, Suzhou, Xi'an, Changsha, Shenyang, Zhengzhou, Dalian, Dongguan and Ningbo. These cities normally have a mixture of international quality stock and older, less well specified buildings. Corporates headquartered in these cities comprise a mix of domestic and provincial companies. While there is normally a high rental differential between the newer and older buildings, the rents for the newer properties are still well below those of 'Tier 1' cities. With limited office development, vacancy rates in 'Tier 1.5' cities are typically quite tight and will normally be less than 10%.

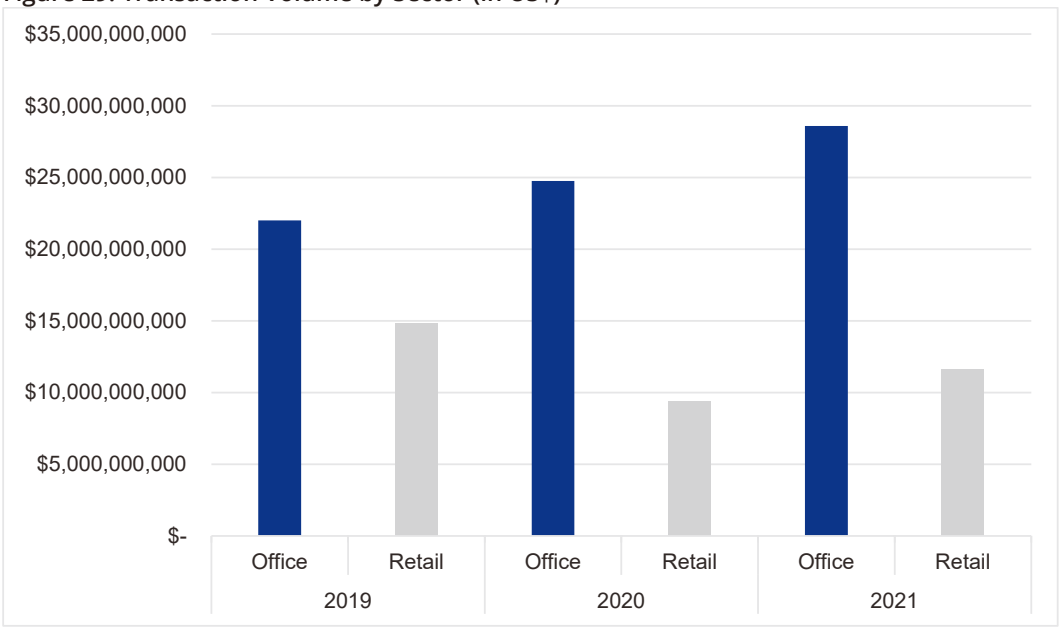
'Tier 2' cities typically include smaller provincial capitals and prefecture level cities and comprise 30 cities across China including Xiamen, Fuzhou, Kunming, Harbin, Changchun and Zhongshan. These cities normally have a limited number of purpose-built offices, which are mainly lower quality and predominantly let to local businesses. With the limited amount of stock, vacancy levels are normally quite low and rents are also much lower than in 'Tier 1' and 'Tier 1.5' cities.

Table 4: List of Tier 1, 1.5 and 2 cities

Tier 1 Cities
Beijing, Shanghai, Shenzhen and Guangzhou
Tier 1.5 Cities
Chengdu, Chongqing, Hangzhou, Wuhan, Nanjing, Tianjin, Suzhou, Xi'an, Changsha, Shenyang, Qingdao, Zhengzhou, Dalian, Dongguan and Ningbo
Tier 2 Cities
Xiamen, Fuzhou, Wuxi, Hefei, Kunming, Harbin, Jinan, Foshan, Changchun, Wenzhou, Shijiazhuang, Nanning, Changzhou, Quanzhou, Nanchang, Guiyang, Taiyuan, Yantai, Jiaxing, Nantong, Jinhua, Zhuhai, Huizhou, Xuzhou, Haikou, Ürümqi, Shaoxing, Zhongshan, Taizhou and Lanzhou

Transaction Volume – China

Figure 29: Transaction Volume by Sector (in US$)



Source: RCA

Whilst office transaction volume in China increased in 2020 on a YoY basis as shown in the chart above due to the resilience of the asset class, retail transaction volume fell over the same period, as this sector was harder hit by COVID-19 causing many investors to shy away from the asset class.

In 2021, we saw transaction volumes recovering, led by an increased focus on the office sector as companies have returned to the office after a period of working from home. Retail transaction volume also increased YoY, but still remains below the level of transactions recorded in 2019.

China Real Estate Market

As one of the most developed and mature economies in China, the economy in Beijing is dominated by the services sector and supported by many Fortune Global 500 companies which have headquarters in Beijing. In addition, a number of government departments and state-owned enterprises (SOE) are based in Beijing. With the establishment of the Beijing Stock Exchange, this is expected to drive a new wave of demand from small and medium enterprises along with global and domestic financial institutions in 2022 and 2023.

Shanghai has the largest economy among the Chinese cities in terms of GDP and, over half its economic activity is generated from private enterprises. The first city in China to have a Free Trade Zone in 2013, Shanghai is also one of the first markets in China to undergo economic liberalisation and reform. Based on the Shanghai Master Plan (2017-2035), Shanghai's vision is to be a modern international metropolis and an excellent global city by 2035. The Shanghai economy has traditionally been dominated by the financial sector, with the Shanghai Stock Exchange being the world's third largest in terms of market capitalisation. The cosmopolitan nature of Shanghai and the high living standards within the city also make it a popular China base for multinationals.

The first batch of China Real Estate Investment Trust ("C-REIT") were officially listed in June 2021. This first batch were mostly infrastructure based, but it is expected that this will in time be expanded to include conventional real estate assets. Further development of the C-REIT sector will deepen liquidity of the real estate market.

3.4 Beijing Office Market

Within Beijing, there are eight major sub-markets, comprising the Central Business District (CBD), Beijing Financial Street (BFS), Zhongguancun (ZGC), Dongcheng Business District ("Dongcheng"), Lufthansa, Wangjing, Asian Games Village ("AGV") & Olympic Park and Lize. The map below shows the relative locations of the districts.

The Lufthansa district of Beijing, where MNACT's property Gateway Plaza is located, is one of the most established international commercial zones in Beijing, evident from the strong presence of international schools, western supermarkets, international dining options and shopping malls. This, coupled with its good accessibility to the Beijing International Airport makes it a popular area for expats and multinational companies (MNCs).

Figure 30: Map of Beijing Major Office Districts

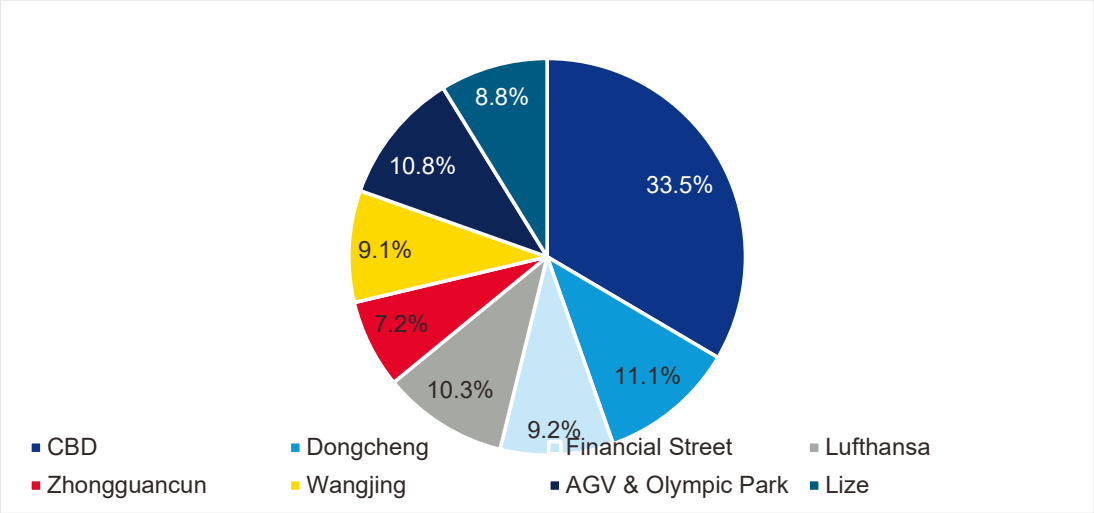


Source: Colliers

Existing Supply

A total of eight new buildings were completed in 2021, raising the total stock levels to approximately 10.5 million sq m. This represents an increase of 6.7% YoY. Around 23.7% of the new supply is situated in Lize and around 48.2% of the new supply in 2021 is in CBD.

Figure 31: Beijing Grade A Office Supply by District as at end 2021



Source: Colliers

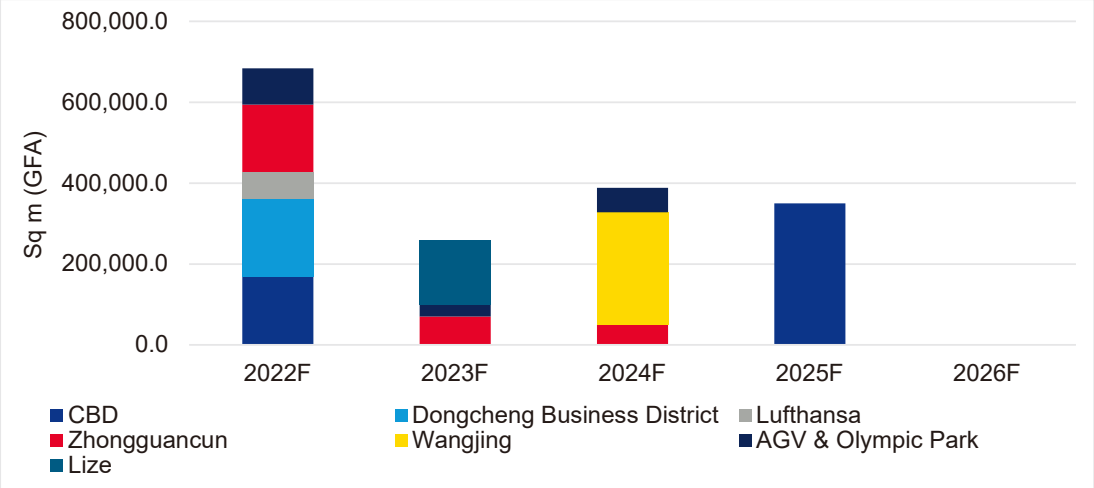
Future Supply

A total of 683,877 sq m of new supply is expected in 2022. The majority of this new supply will be in the Dongcheng district, including the Cinda Center (185,000 sq m). In a break from previous years, no new supply is expected in the Lize district in 2022.

Over the next 5 years, the CBD is expected to add another 518,261 sq m of new supply (30.8% of total forecast supply) while Zhongguancun and Wangjing are forecast to add 17.0% and 16.5% of the total new supply respectively. The single largest new building due to complete in the next 5 years - Indigo Port Phase II (278,000 sq m) - is located in Wangjing and is expected to complete in 2024.

There is limited new supply in Lufthansa over the next 5 years to 2026, with only the Vanke Xiaoyun Road (65,000 sq m) project which is expected to be completed in 2022.

Figure 32: Future Supply by District (2022F – 2026F)



Source: Colliers (Note: there is no new supply expected in 2026)

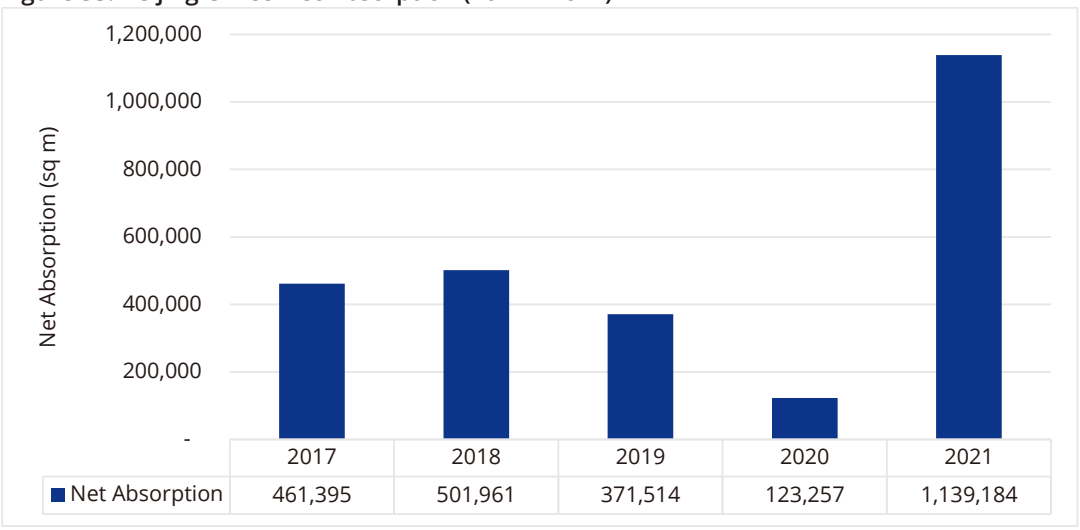
Net Absorption

Demand across Beijing for office space in 2021 continued to be driven by the IT sector (31.1%). The finance sector is the 2nd largest contributor at 30.2%, only 0.9 percentage points below IT. This is principally due to the opening of the Beijing Stock Exchange, which has led to increasing demand from financial firms, particularly small and medium sized enterprises.

Net absorption over 2021 stood at approximately 1,139,184 sq m which was the highest level in recent years and represents an increase of 824.2% compared to 2020. CBD and Lize were the best performing districts with CBD registering 446,921 sq m of net absorption and Lize registering 332,672 sq m. The increase in net absorption was driven by tenants moving to the newly completed modern stock situated in Lize and the trend of 'flight to quality' to the CBD, particularly with rents having fallen to a more affordable level.

Net absorption in the Lufthansa area (39,787 sq m) was supported by Grade A landlords increasingly maintaining a flexible leasing strategy, prioritising occupancy over rental levels which has helped absorption. In addition, after a period of consolidation, multinationals have once again started looking at expansion options on the back of a recovering economy.

Figure 33: Beijing Office Net Absorption (2017 – 2021)



	2017	2018	2019	2020	2021
Net Absorption	461,395	501,961	371,514	123,257	1,139,184

Source: Colliers

Vacancy Rates

The overall office vacancy rate across the key districts at the end of 2021 stood at 15.1%, a 4.3 percentage point decrease over the year, along with an increase in net absorption.

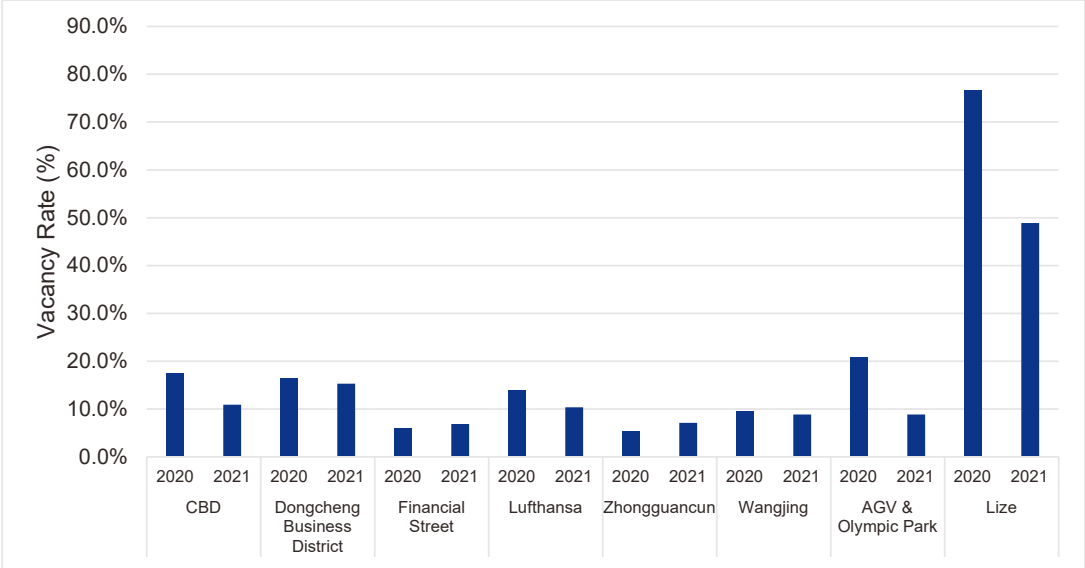
The best performing districts were CBD where vacancy fell by 6.5 percentage points as of end Q4 2021 compared to as of end Q4 2020, AGV & Olympic Park (11.9 percentage points), Lufthansa (3.7 percentage points) and Lize (27.7 percentage points). These districts all saw a significant increase in net absorption as occupiers increasingly sought out higher quality or more modern offices.

The worst performing district was Financial Street which saw a second consecutive year of negative net absorption, with the vacancy rate rising by 1.0 percentage points from Q4 2020 to Q4 2021.

Lufthansa district saw total vacancy level fall in 2021 as net absorption turned positive, increasing from -10,221 sq m in 2020 to 39,787 sq m at the end of 2021. Compared to the city average, the Lufthansa district consistently recorded lower than average vacancy rates. This can be attributed to it being one of the more established office districts as well as being a popular district for international occupiers.

Given the limited new office supply level in Lufthansa over the next five years and the gradual absorption of demand, this may result in the vacancy rate dropping below 10% by 2025 from the current 10.3% at the end of 2021. Lufthansa's vacancy rate is expected to continue to remain lower than average office vacancy rates in Beijing, in line with the office district's positioning as a popular district for international and domestic occupiers.

Figure 34: Beijing Grade A Vacancy Rates by Districts (2020 – 2021)

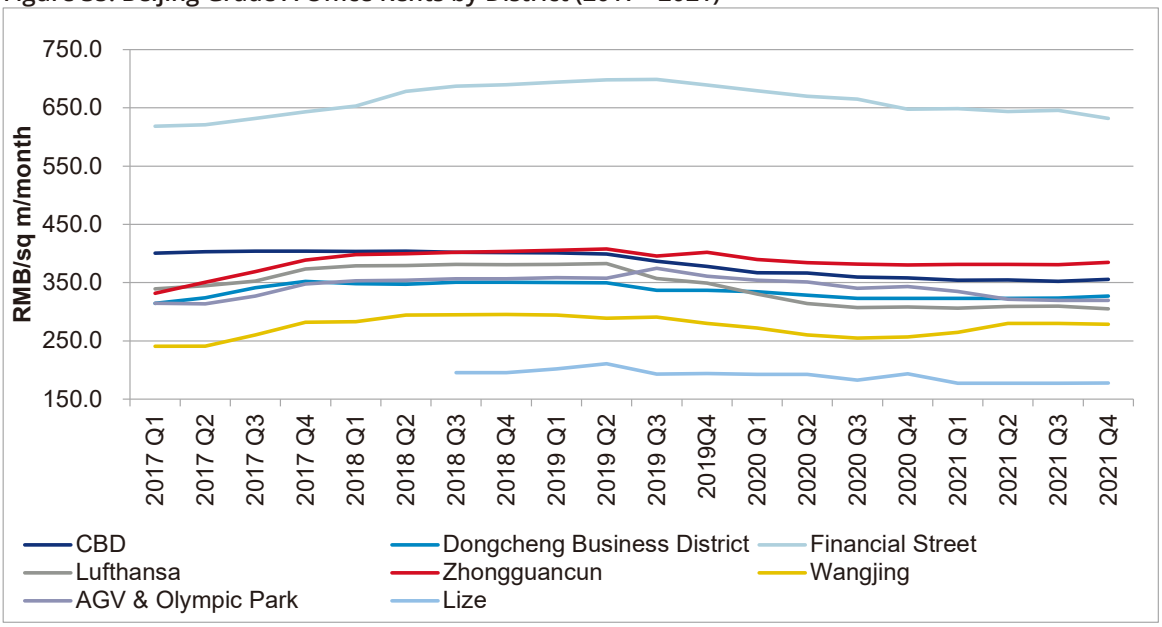


Source: Colliers

Rents

As at the end of Q4 2021, average Grade A office rent in Beijing has declined by 11.0% compared to pre-COVID levels.

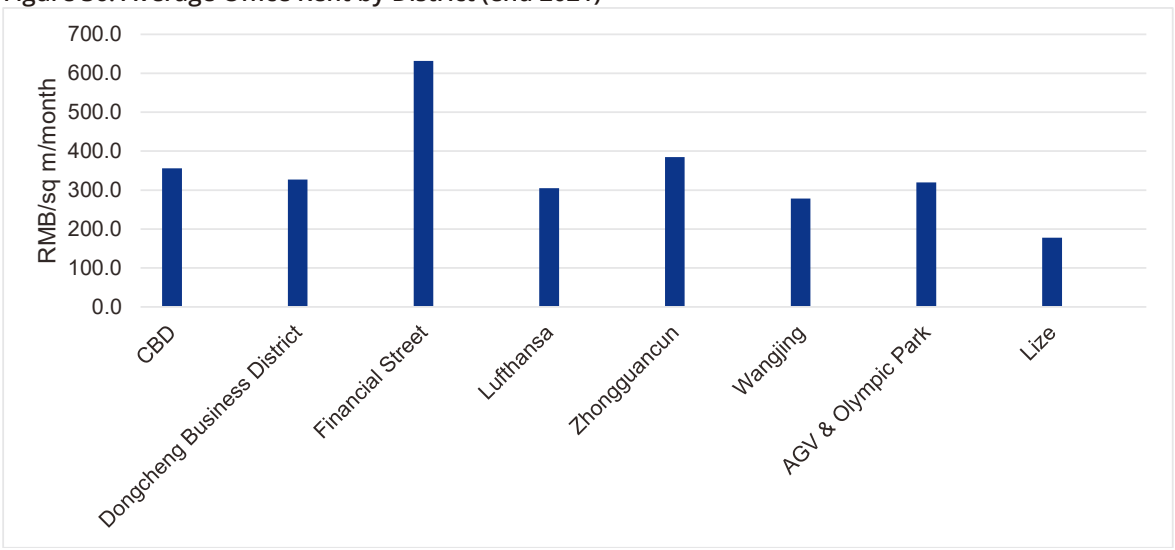
Figure 35: Beijing Grade A Office Rents by District (2017 - 2021)



Source: Colliers

During 2020, Lufthansa saw rents fall by 11.8% YoY. In 2021, the pace of rental decline has slowed considerably to just -1.0% YoY. In previous years we've seen a number of tenants move from Lufthansa to Wangjing to achieve cost savings, but with rents increasing in Wangjing by 8.5% YoY, the rental gap between Lufthansa and Wangjing is now much less, so we saw fewer relocations in 2021, resulting in improvements in the figures for net absorption, vacancy levels and leading to a decrease in rental declines.

Figure 36: Average Office Rent by District (end 2021)



Source: Colliers

Further rental growth is expected in Wangjing during 2022 as this area attracts IT, bioscience and technology sectors, which are actively promoted by the government. We also expect further rental

growth in Financial Street, Dongcheng and the CBD as financial companies expand with opening of the new Beijing Stock Exchange. Overall, we would expect an average annual rental growth across all districts of around 1.0% but districts such as Lize may see lesser growth as a result of the existing high vacancy rate.

Key Drivers and Developments

In 2020, we saw the impact of COVID-19 with government imposed mandatory lockdowns across most of China during Q1 and into Q2. While there have been some localised lockdowns since 2021, there is a higher preference to work from office, given the smaller flats and extended families often living together. Compared to other markets where remote working has become a major trend going forward, the impact of working from home arising from COVID-19 has been much less significant in China. Offices are therefore expected to continue to remain relevant and important.

Transactions

During the entire 2021, there were a total of RMB39.3 billion office transactions. The most significant was the sale of Beijing SK Mansion in Q2 2021, which was sold at approximately RMB85,000/sq m.

The table below sets out the key transactions that took place in 2021:

Table 5: Key Office Transactions in Beijing in 2021 (value in excess of US$50 million)

Property	Sub-Market	Transaction Price (RMB)	Unit Rate (RMB/sq m)	Date	Buyer	Seller
Lerong Building	Lufthansa	572,845,880	29,196.62	Q4 2021	TWC Group	LeEco
Xisanqi (Jingyu) S&T Park Tower 4	AGV & Olympic Park	430,315,820	38,300.93	Q4 2021	Beijing Infosec Technologies	BBMG Corporation
Raffles City Beijing (Office)	Dongcheng	2,627,546,490	63,981.14	Q4 2021	Ping An Insurance	CPP Investment Board, CapitaLand Investment
Xinfu'ercun Building 40 (-1-7FL)	Others	338,545,792	35,678.36	Q4 2021	Confidential	Confidential
Beijing CBD Z6 Tower (1-27FL)	CBD	8,850,000,000	83,888.30	Q4 2021	GIC, Sino-Ocean Prime Office Partners I	Sino-Ocean Capital
Fenghui Int'l Center Blk 1 (5-7FL & Unit 801)	Others	324,116,600	41,743.82	Q2 2021	Beijing Cuiwei Tower	Beijing Zhongguancun Int'l Shopping Center Dev
IC Park Tower 2	Others	561,000,000		Q2 2021	Beijing Telesound Electronics	Zhongguancun Dev, Beijing Capital Land Ltd
Beijing SK Mansion (Buildings A & B)	Lufthansa	9,057,114,346	85,203.01	Q2 2021	Hexie Health Insurance	SK Group
Diamond Plaza Beijing	Zhongguancun	850,000,000	37,500.36	Q2 2021	ACR Asset Management	Sino Ocean Land
Tongzhou KWG Center Tower B	CBD	1,674,000,000	51,480.44	Q2 2021	Agricultural Bank of China	KWG Property Holding
ZT International Center (Blocks C&D)	Lufthansa	3,382,054,940	27,275.30	Q1 2021	GLP	Zhaotai Group
Qidi Science and Technology Complex Block D	Wangjing	2,650,000,000	57,200.99	Q1 2021	Beijing Capital Dev Hldgs, China Jinmao, GoHigh Capital	Sunshine Insurance
Zhongguancun Mobile Intelligent Svc Innovation Pk	Zhongguancun	2,800,000,000	24,518.99	Q1 2021	China Orient Asset	Zhonghong Holding

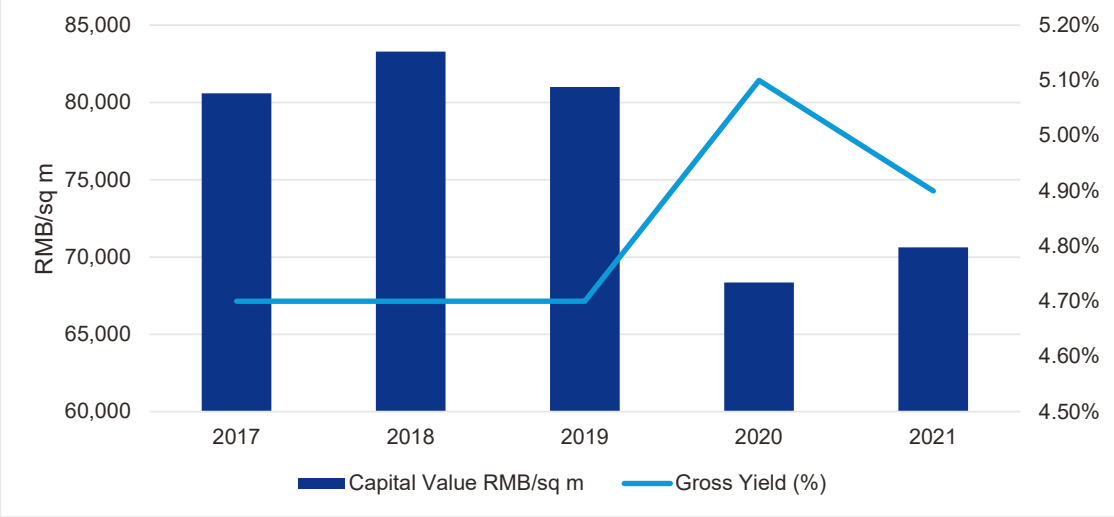
Source: Colliers

Office Capital Values and Yields

Average Grade A office capital value at the end of 2021 stood at RMB72,032/sq m which represents a YoY increase of 5.4%. This increase was driven by a strong return in investor sentiment as the global economic recovery gathered pace into 2021 with the rollout of vaccinations against COVID-19, together with improved net absorption and rents increasing in some of the major districts.

Average Grade A office yield at the end of 2021 compressed by 0.2 percentage points YoY to 4.9%, illustrating the improvement in investor demand and risk appetite.

Figure 37: Beijing Office Capital Values & Yields (2017 – 2021)



Source: Colliers
Note: Gross Yields are based on Gross Rents before deducting any operational costs, incentives or purchase costs.

Sector Outlook

Over the next five years, overall net absorption is expected to stabilise at close to 400,000 – 500,000 sq m per annum, which is in line with the historic trend for Beijing. Lufthansa is a traditionally stable market and while new supply is forecast for 2022, we expect to see net absorption average around 40,000 sq m per annum, as both this district and the wider Beijing office market continue to expand. Demand will also continue to be driven by domestic insurance, wealth management and media companies, and international tenants.

In addition, the Chaoyang district where Gateway Plaza is situated, is scheduled to have significant future re-development, including the renovation of older residential buildings and the development of the area into a cultural innovation area, a leading international exchange and the fourth embassy district, boosting the attractiveness of the area to occupiers and investors alike.

With the opening of the Beijing Stock Exchange and continued strong economic growth forecast in 2022, demand is expected to be strong with rents expected to rise from 2021 to 2025.For markets such as Lufthansa, which are nearer to the CBD area where high levels of new supply exist, rents are expected to remain stable in the near-term and will likely rise in late 2022 or early 2023. Over the next few years, TMT, finance and business services, including domestic insurance, wealth management and media companies, as well as international tenants in the financial services and

media sector will form the bulk of leasing demand at Lufthansa in line with Beijing's opening up of the services industry, and this is expected to benefit Gateway Plaza.

Being the capital of China, Beijing remains a key location favoured by investors. With rent forecast to improve in most districts of Beijing and with the global economy continuing to recover from the impact of COVID-19, we forecast that capital value should continue to track back towards pre-COVID levels by the middle part of 2023. We expect to see yields return to pre-COVID levels by mid to late 2023 if capital values increase at a faster rate than rents.

3.5 Shanghai Business Park Market

Overview of Shanghai Business Park

The Shanghai office market can be differentiated by its conventional office buildings and its business parks. Originally, the business parks were built for industrial purposes, but around 20 years ago, with office occupancy levels at record highs, developers started to convert business parks for office use.

Whilst the traditional office market is largely clustered around the centre of Shanghai, the business parks are predominantly located in de-centralised locations, which are increasingly popular among corporates.

The map below shows the relative locations of the six key business parks as well as other emerging business parks in Shanghai.

Figure 38: Map showing the location of core and emerging business parks in Shanghai



Source: Google Maps, Colliers

There are a number of benefits for business parks over traditional offices in the central areas. Rents are typically around half the level of traditional offices, and business parks tend to attract sector specific clusters. Zhangjiang Science City, where MNACT's business park property Sandhill Plaza is situated, is a good example of this, where biomedical, semi-conductor and tech companies have clustered to create an innovation hub. With the Chinese government's plans to expand these

sectors, semiconductors in particular, strong demand and investment is expected in Zhangjiang Science City in the coming years.

Shanghai was one of the first cities in China to pilot a Free Trade Zone in September 2013 and today, the Shanghai Pilot Free Trade Zone (FTZ) covers a range of locations within the city, including Zhangjiang Science City. Eligible companies within the FTZ can receive a number of tax incentives and more streamlined trade benefits.

As Shanghai's population continues to grow, especially in the suburban locations, there will likely be further improvements/upgrades to public transport and road networks, resulting in better connectivity and in turn making decentralised business park locations more appealing.

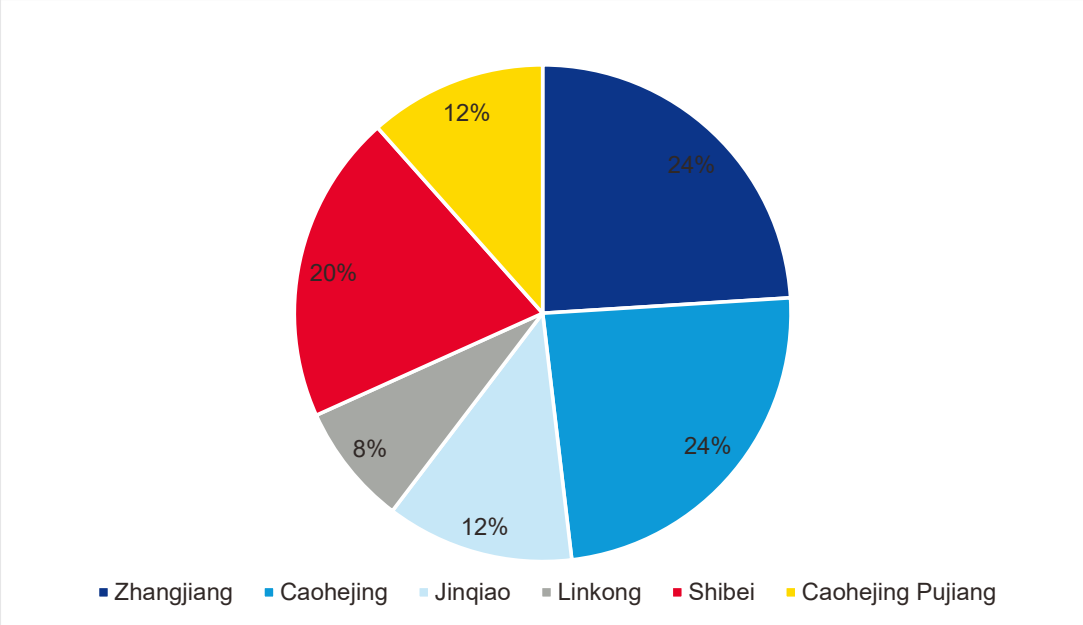
Existing Supply

The six key business parks in Shanghai are Zhangjiang Science City ("Zhangjiang"), Caohejing, Jinqiao, Linkong, Shibei and Caohejing Pujiang. They have a total GFA of around 12.1 million sq m as at the end of Q4 2021, representing an increase of 7.9% over the period compared to 2020.

Over 2021, an estimated 890,000 sq m of new completions took place across the six-key business.

Of the new stock added in 2021, the majority was in Jinqiao (245,300 sq m) and Caohejing (206,094 sq m). In Zhangjiang, around 135,525 sq m of new supply was delivered.

Figure 39: Overall Grade A Office Stock by Business Park as at end 2021



Source: Colliers

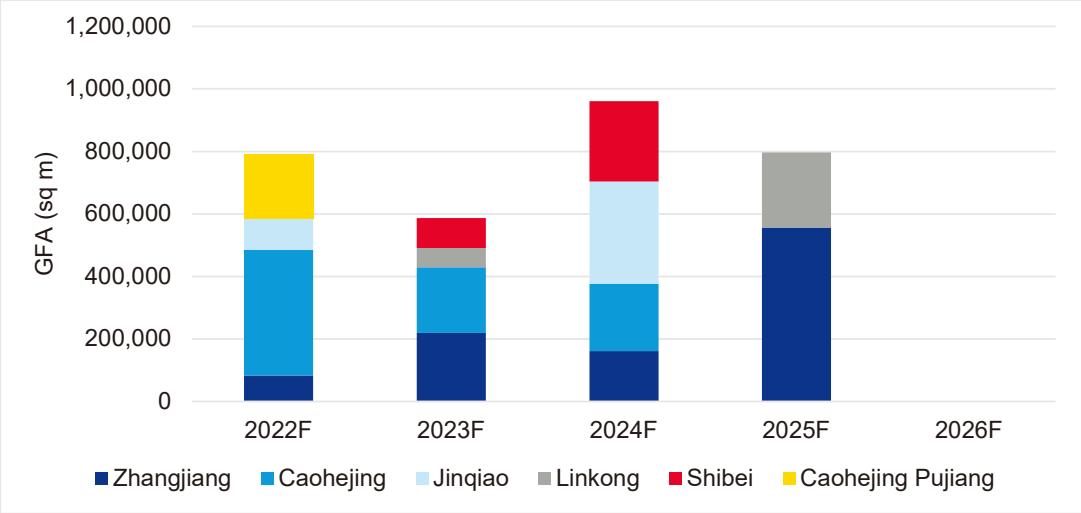
Future Supply

By the end of 2026, the total Grade A office supply across the six key business parks is expected to reach approximately 16.1 million sq m. The majority of future supply over the next five years

(approximately 4.0 million sq m) will be located in Zhangjiang (28.7%), Caohejing (25.7%) and Jinqiao (16.7%).

In 2022, about 800,000 sq m of new supply will be added including around 80,000 sq m of new completions in Zhangjiang. This significant new supply in 2022 could potentially create a supply and demand imbalance, but the announcement of the new Pudong Modern Socialism Pilot Zone is expected to lead to increased foreign and domestic investment, which will help absorb the new space at a faster rate.

Figure 40: Projected Grade A Office Supply (2022F – 2026F)

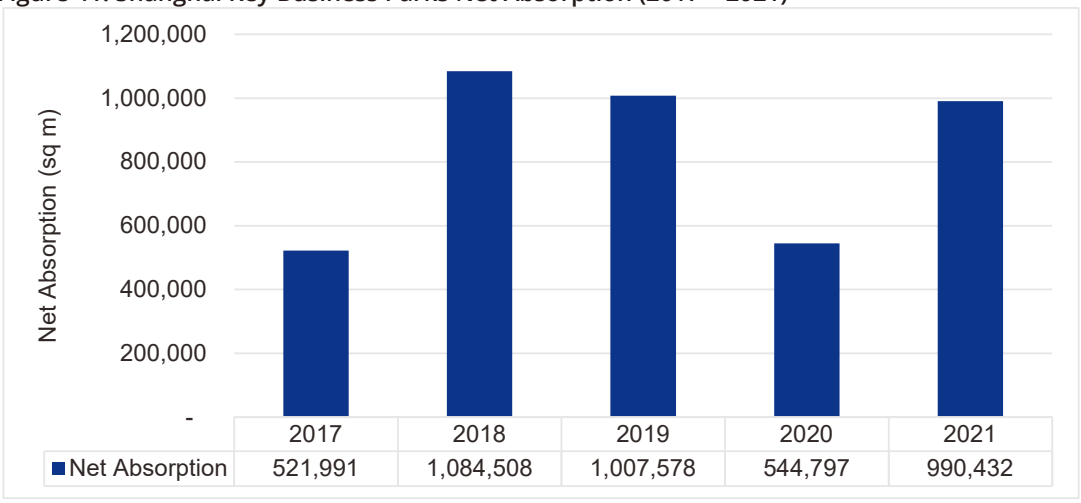


Source: Colliers (Note: there is no new supply forecast at present in 2026)

Net Absorption

Overall net absorption for 2021 stood at approximately 990,432 sq m, mainly due to the improved economic conditions. This represents an improvement on 2020 where approximately 544,797 sq m of net absorption took place. The best performing business parks were Zhangjiang (approximately 210,798 sq m), Shibei (approximately 236,691 sq m) and Caohejing (approximately 306,464 sq m), while all business parks saw positive net absorption.

Figure 41: Shanghai Key Business Parks Net Absorption (2017 – 2021)



Source: Colliers

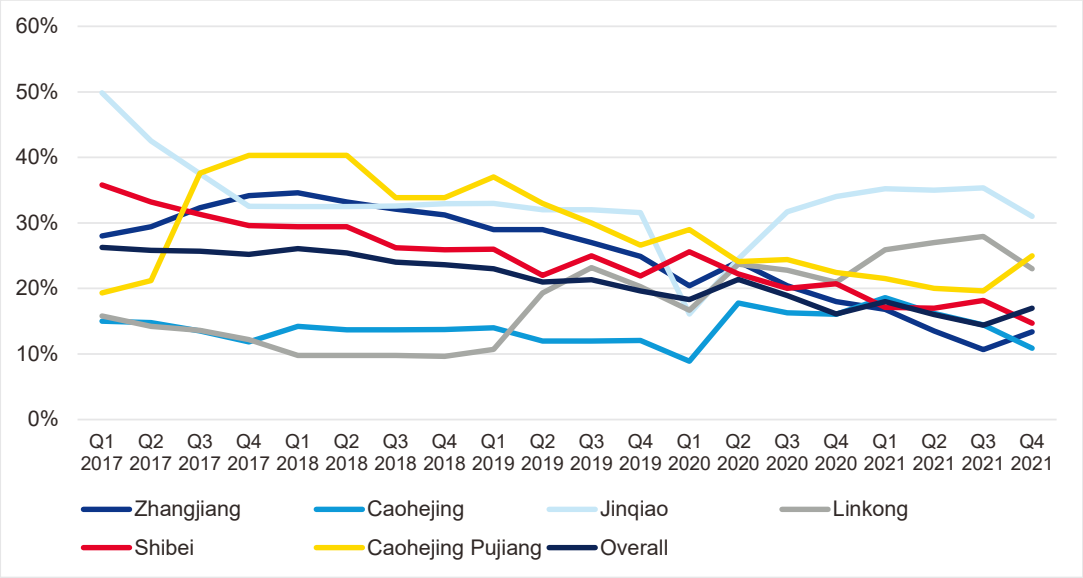
Vacancy Rates

At the end of 2021, the average vacancy rate in the six key business parks stood at 17.1%. This represented an improvement in vacancy rate of 3.5 percentage points compared to the end of Q4 2020, which is due to government supportive stimuli and expansion needs from rapid-growing sectors such as tech, biomedical and new infrastructure.

With the high level of new supply anticipated in 2022, vacancy rates should increase slightly in 2022 before continuing in a downward trend until the end of 2024, when there is a further significant level of new supply expected.

The business park vacancy rate at 17.1% compares favourably to the traditional office vacancy rate in Shanghai which stood at 18.2% at the end of 2021. While we expect to see the business park vacancy rate continue to improve over the next five years on average, the office vacancy rate is expected to peak at almost 30% by the end of 2022 and then remain above 25% for a number of years to come. This is a result of the preference for business parks which are positioned to benefit from the structural upgrading of the economy towards innovation-driven growth.

Figure 42: Vacancy Rate by Business Park (2017 - 2021)



Source: Colliers

Zhangjiang saw total vacancy level fall from 18.0% as of Q4 2020 to 13.4% at the end of Q4 2021, due to strong levels of net absorption.

Compared to the business park average, since the start of 2021, Zhangjiang has been recording lower than average vacancy rates as shown by the chart above. This can be attributed to it being one of the most popular business parks where biomedical, semi-conductor and technology companies have clustered together, coupled with government support for these types of occupier uses. It is an innovation hub within the Pudong Free Trade Zone, and this is expected to be so for years to come.

The worst performing business parks are Linkong and Caohejing Pujiang, where new supply is outstripping demand, leading to vacancy rates rising by 2.1 and 2.6 percentage points over 2021 respectively.

Demand in 2021 has been primarily driven by the Medical & Health and Software sectors. The rising popularity of electric vehicles in China has also boosted demand from the automobile sector. There is limited demand from traditional office occupiers such as professional services, real estate and finance as these corporates prefer the centralised business locations.

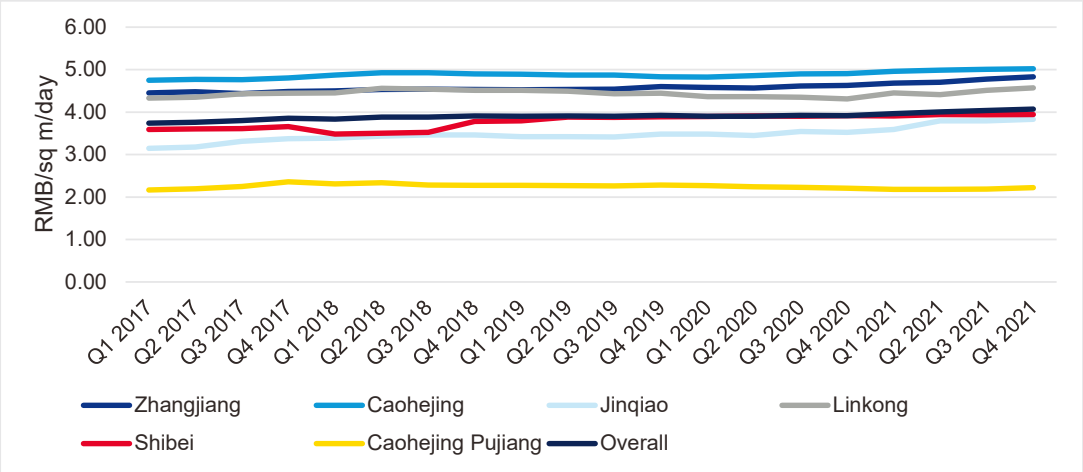
Across much of the world, one of the lasting impacts of COVID-19 is a shift in working practices from being almost exclusively office based, to an adoption of a hybrid remote working model. In China, while home working was universally adopted during the initial stages of the pandemic, there is a stronger cultural tie to the office and having visibility to the employer. As such, the impact of working from home has been much less pronounced than in many other markets and working from the office continues to remain popular despite some small COVID-19 outbreaks across the country.

Rents

The average rent for Grade A office space in the six key business parks at the end of Q4 2021 stood at RMB4.07/sq m/day. While this represents an increase of 4.0% YoY, the average business park rent still remains well below the average of RMB9.70/sq m/day for a prime high-rise office in Lujiazui, the central business district of the Shanghai office market.

Rents have been boosted by the general improvement of the Chinese economy during 2021, coupled with rising demand from tech, biomedical and semiconductor corporates. Rents increased across all the key business parks and interestingly, both Linkong and Caohejing Pujiang saw rents increase by 6.0% and 0.6% respectively over 2021, despite vacancy rising in both business parks, as landlords were still able to increase their rent expectations to reflect the improving market sentiment.

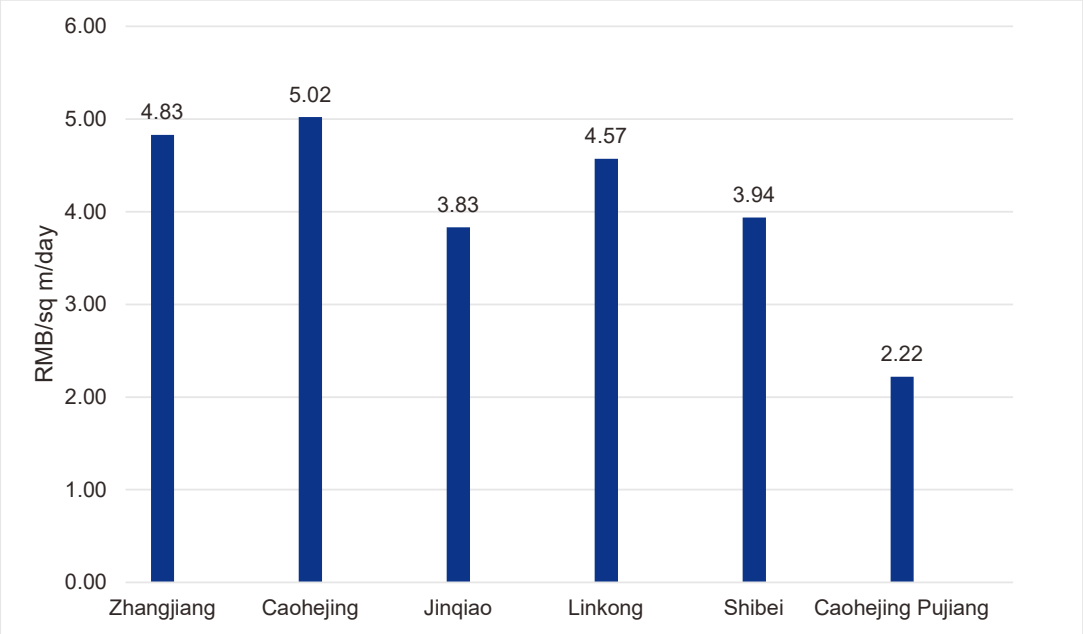
Figure 43: Rent by Business Park (2017 - 2021)



Source: Colliers

In Zhangjiang, rents increased by 4.3% as of end 2021, boosted by high net absorption at 210,798 sq m, driven by the large number of technology, biomedical and semiconductor firms operating within the business park. As a result of high levels of demand from these sectors, both Zhangjiang and Caohejing, which are both popular with these types of occupiers, see higher levels of rent than the overall average.

Figure 44: Average Office Rent by Business Park (end 2021)



Source: Colliers

Key Drivers and Development

Most business parks saw rents and occupancy levels recover in 2021, helped by a central government focus on innovation and development in sectors such as semi-conductors, artificial intelligence and biotech. This has helped boost demand within a number of business parks and will be further accelerated as part of Shanghai's plan to become a 'world class science and technology centre' by 2025.

Meanwhile, the increasingly sub-urban population of Shanghai and the desire of workers to not have to commute into central locations are boosting demand from traditional office occupiers as well, who are keen to achieve some savings by moving to de-centralised locations.

Transactions

During the course of 2021 there were a total of RMB8.8 billion value real estate transactions, with the most significant being the sale of Xingchuang Technology Plaza in Q1 2021 to Allianz Real Estate and NPS, which was sold at RMB39,743/sq m.

The table below sets out the key business park transactions (of at least US$50 million) that took place during 2021:

Table 6: Business Park Transactions in Shanghai in 2021

Property	Sub-Market	Transaction Price (RMB)	Unit Rate (RMB/sq m)	Date	Buyer	Seller
		(approx.)				
Kailong L6 & L8	Jinqiao	450,000,000	21,935	Q4 2021	Kailong	World Union Investments
Pharma R&D Base	Zhangjiang	650,000,000	9,397	Q4 2021	Microport	Shanghai Huabo
Kaico Building	Caohejing	1,617,800,000	40,000	Q3 2021	Gsun Fund	AEW
Shanghai Second Printing and Dyeing Factory	Yangpu	507,383,855	13,145	Q2 2021	Suzhou Xuanliang	Shenda
Wanhua Chemical R&D Centre	Zhoukang	887,289,900	16,431	Q1 2021	Jimin Credible	Wanhua Chemical
Jisheng Qingpu Industrial Park	Qingpu	1,536,000,000	7,703	Q1 2021	Tus Tech City Group	Keyson-KY
Xingchuang Technology Plaza	Zhangjiang	2,200,000,000	39,743	Q1 2021	Allianz, NPS	D&J China
Zhangjiang Microelectronics Port #1	Zhangjiang	471,835,000	32,500	Q1 2021	Creater	Shanda
799 Kangqiao East Road	Zhoukang	448,000,000	11,711	Q1 2021	Bacchus	Mettersbonwe

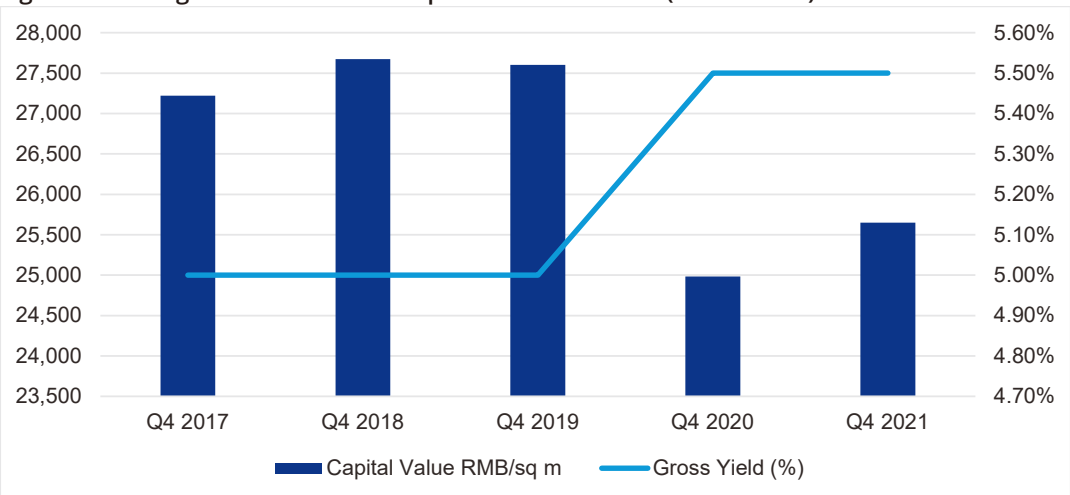
Source: Real Capital Analytics

Capital Values and Yields

Average Grade A business park capital value at the end of 2021 stood at RMB25,648/sq m which represents a YoY increase of 2.7%. This increase was driven by a strong return in investor sentiment as the global economic recovery gathered pace into 2021 with the rollout of vaccinations against COVID-19, together with rents and occupier sentiment improving across most of the business parks.

Average Grade A business park yield at the end of 2021 was 5.5% which is unchanged from the end of 2020, but given rents have increased while yields remain stable, this indicates an improvement in investor demand and risk appetite. However, a return to the peak of 2018 and H1 2019 may not be reached again until later into 2023.

Figure 45: Shanghai Business Park Capital Values & Yields (2017 – 2021)



Source: Colliers
Note: Gross Yields are based on Gross Rents before deducting any operational costs, incentives or purchase costs.

Outlook

With an increasingly suburban population and an increasing focus on work-life balance, there is growing occupier demand for office space in decentralised business parks rather than the traditional office in the CBD. With a significant rent differential likely to persist for the next five years to 2026 at least, we expect to see the decentralisation trend gather pace and with the exception of 2022, we expect to see vacancy levels decrease each year, as steady demand continues. The pandemic operating environment also generally favoured business park assets as cost-sensitive tenants were attracted to the affordability of decentralised offices.

Occupiers looking for business park space are likely to continue be predominantly engaged in technology and medical focused industries. With the government placing significant emphasis on the development of semiconductor industry and extra focus being placed on medical innovation, we expect these sectors to drive demand over the next five years.

Further rental growth across the six key business parks, including Zhangjiang, is expected for the next five years to 2026. There is a growing cluster of semi-conductor and biomedical occupiers within Zhangjiang given the Chinese government's effort to grow these sectors, particularly for semiconductor industry. As a result, strong demand and investment is expected in Zhangjiang, outstripping supply over the next few years, resulting in the overall vacancy rate improving from 2023.

While average capital value has fallen over the past two years, we anticipate a gradual recovery over 2022 as investors re-focus on the business park market in Shanghai. A return to pre-COVID levels should be reached by the end of 2022, but a return to the peak of 2018 and H1 2019 may not be reached again until later into 2023.

4 Hong Kong SAR

4.1 General Economy

Overview of Market and Political Environment

The Hong Kong Special Administrative Region ("Hong Kong SAR")'s economy has gone through two consecutive years of recession from 2019 to 2020, dominated by the impact of the social incidents, followed by the COVID-19 pandemic. However, the imposition of the National Security Law in July 2020 coupled with the early success of Hong Kong SAR's "Zero-COVID'" strategy has helped create a more stable environment for economic development.

GDP and Employment

Since the Global Financial Crisis, Hong Kong SAR's economy has, up until 2019, enjoyed solid growth at an annual average rate of 3.0%. However, in 2019, GDP growth recorded a decline, primarily due to the impact on exports from the US-China trade war as well as months of social incidents which impacted consumption and tourism.

The decline in 2019 was exacerbated in 2020 when the overall real GDP growth rate fell to -6.1%. This was primarily due to the pandemic which caused global economic disruption, coupled with the ongoing domestic political and economic issues that weighed heavily on Hong Kong SAR's economy.

2021 was a more positive year registering a robust GDP growth figure of 6.4%, beating expectations of 5.4%. Based on nominal GDP alone, the Hong Kong SAR economy at the end of 2021 had returned to pre-COVID levels. In the next few years, as market conditions stabilise, GDP growth is expected to ease slightly.

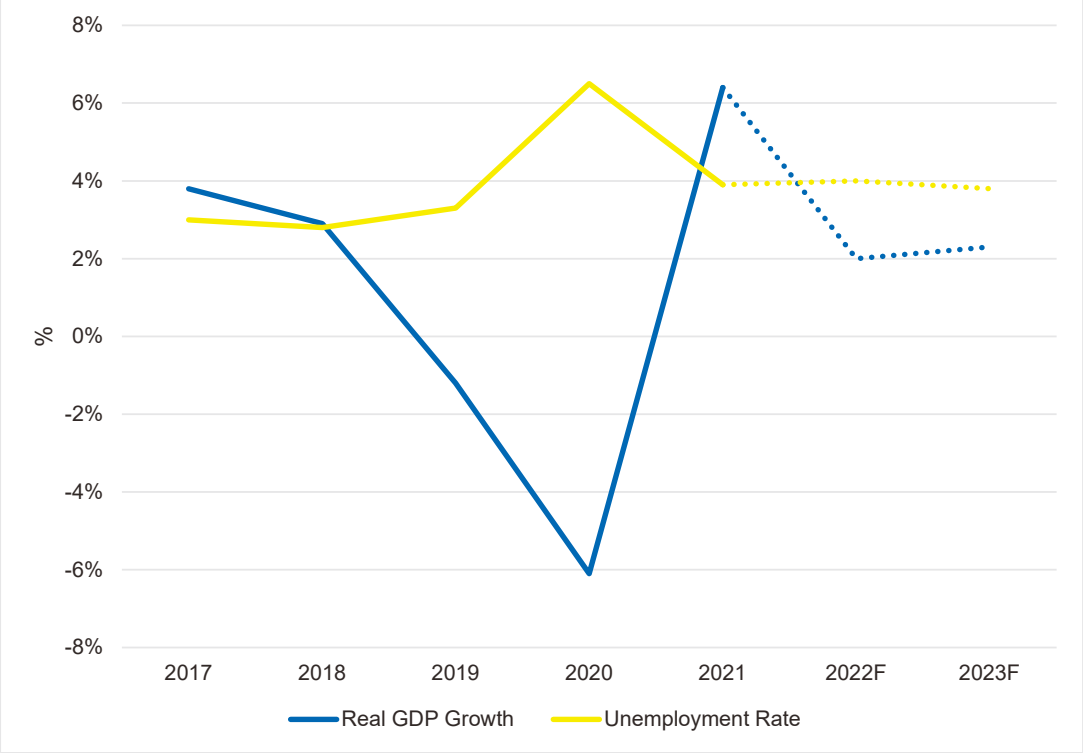
The labour market weathered two consecutive years of higher unemployment from 2019 to 2020 due to the social incidents and COVID-19 pandemic. With the relaxation of several social distancing measures and the stabilising impact of the National Security Law, sentiment has improved slightly, and the unemployment rate as at the end of 2021 has improved by 260 percentage points YoY to 3.9%.

However, whilst the picture at the end of 2021 appeared much more positive, the outbreak of the Omicron variant of COVID-19 in January 2022 has seen several social distancing restrictions being re-introduced and further tightened. It was subsequently announced that these measures will start to be relaxed from 21 April 2022. This shift will be welcomed by most of the business community, especially those in the retail, leisure and hospitality sectors. Should the restrictions be relaxed as planned, any lasting impact from these measures should be confined to Q1 and Q2 2022 only, and it is expected that employment rates and the economy in Hong Kong SAR will recover once the restrictions are lifted.

The Hong Kong SAR Budget announced on 23 February 2022 was heavily influenced by the current Omicron variant outbreak in Hong Kong SAR and contained several measures to try and relieve pressure on the local population and businesses. These included several counter-cyclical measures

such as tax relief, consumption vouchers for Hong Kong residents, increased protection for tenants and a number of other measures to provide relief.

Figure 46: GDP Growth and Unemployment Rate



Source: Census and Statistics Department

Economic Fundamentals and Drivers

Hong Kong SAR economy is primarily driven by four key sectors – Financial Services, Tourism, Trading & Logistics and Professional and Producer Services. Between them, these key sectors currently contribute around 55% of Hong Kong SAR's total GDP. However, this figure has been declining over the past decade, driven by a lower percentage share of trading, producer services and more recently, a decline in tourism accelerated by the pandemic. Against the overall trend of the four key sectors, the relative contribution of the financial services sector to Hong Kong's GDP has increased by around 50% from 2010 to about 23% in 2020, in line with the sector's role in Hong Kong SAR, one of the world's most active markets for initial public offerings and one of the biggest stock markets in terms of market capitalisation.

Similar to the contribution to the GDP, the share of the total number of employees in the four key industries has been declining from just under 50% in 2010 to just over 40% in 2020. Besides a general downward trend in the trading and logistics sector, a main driver for this was the significant loss of jobs in the tourism industry caused by the pandemic.

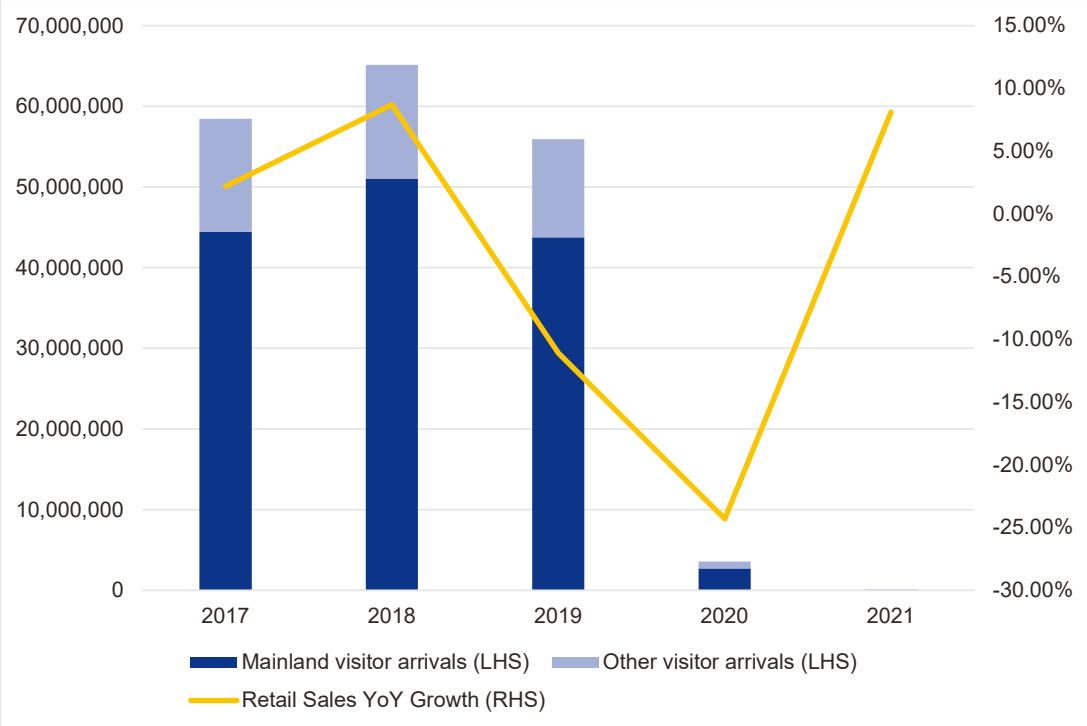
Population

Similar to other developed Asian economies, Hong Kong SAR has one of the lowest population growth rates in the world. At the end of August 2021, the population was recorded in the census at 7,394,700. Amid existing pandemic-related travel restrictions and quarantine measures, the inflow of people has slowed significantly since February 2020. The number of One-way Permit holders arriving in Hong Kong SAR, which used to be a key growth contributor, decreased by 50% and 37% YoY, in 2020 and 2021, respectively.

Tourism

Being one of the four key industries, tourism traditionally contributes around 5% of Hong Kong SAR's total GDP. This was primarily driven by inbound tourism, particularly from mainland China. The border closures and imposition of mandatory quarantine brought about by the pandemic have dramatically impacted the number of tourist arrivals during 2020 and 2021, resulting in a decline of 93.6% YoY in 2020 and a further 97.4% in 2021. Going forward, a recovery in these numbers will be dependent upon the phased re-opening of the border with China which will substantially drive tourism in Hong Kong SAR.

Figure 47: Retail Sales & Visitor Arrivals



Source: Hong Kong Tourism Board

Inflation

Over the past decade (2011 to 2021), prices for goods and services have grown steadily at an average annual rate of 3.1%. In 2020, inflation rate fell to only 0.3% as the economic downturn resulted in most prices remaining subdued throughout the year. Inflation has recovered somewhat in 2021, averaging 0.6% over the year. It remains to be seen if the inflationary pressures witnessed globally will have more of an impact on Hong Kong SAR in 2022.

Monetary and Forex Policies

The Hong Kong Monetary Authority ("HKMA") is tasked with maintaining a stable exchange value of the Hong Kong dollar. The HKD is pegged to the US dollar at around HK$7.8 to US$1.0 through a currency board system.

The Hong Kong dollar recently slipped into the lower half of its trading band for the first time since December 2019, losing 0.3% against the US dollar in November 2021, the most significant monthly fall since February 2020. With this drop, the HKMA is likely to intervene to stabilise the currency.

Geopolitical Events and Risks

Whilst the imposition of the National Security Law has reduced the risk of further social incidents, Hong Kong SAR's position in the middle of the geopolitical tension between the US and China could potentially create a number of risks for businesses in Hong Kong.

The ongoing 'Zero-COVID' policy that has been adopted by the Hong Kong SAR government is also presenting a number of risks to business and creating a rather uncertain environment for businesses in Hong Kong SAR, particularly those who are dependent on foreign talent or international travel. The recent announcement of the lifting of flight bans, coupled with a shortening in the quarantine period for arrivals into Hong Kong SAR is however seen as a positive step towards dealing with the pandemic, whilst also protecting the local economy.

Economic Outlook

A strong rebound in domestic demand and limited new pandemic related restrictions in 2021 helped the economy grow by 6.4% However, further growth will depend on how the Government handles the current Omicron outbreak and whether and when some of the current restrictions can be lifted. The "Zero-COVID" strategy had successfully kept community transmission to a minimum for much of the pandemic, but the current Omicron outbreak has largely evaded any restrictions imposed so far. While the current wave of the outbreak appears to have reached its peak and is entering a downward trajectory, we still expect to see a significant impact on the economy from this outbreak in Q1 and Q2 2022. However, with the Hong Kong SAR government announcing a gradual relaxation of the restrictions from 21 April 2022 onwards, we do not expect to see a significant long term negative impact on both the office and retail sectors.

Despite the announcement of a reduced quarantine period for incoming Hong Kong residents, entry is still prohibited for non-residents and in the short term at least, travel into Hong Kong from both the Mainland and the rest of the world will still require a period of compulsory hotel

quarantine. This will continue to restrict tourist arrivals and business trips into the city. However, should the border controls be relaxed further, it would result in a major boost to the local economy.

In real terms, the GDP growth rate forecast is 2% in 2022 and 2.3% in 2023. It is noteworthy that the forecast for 2022 was recently downgraded from an earlier figure of 3.5%. However, it is still positive to see consistent growth forecasts after two consecutive years of decline in 2019 and 2020.

4.2 COVID-19

From the start of the pandemic, the Hong Kong SAR Government, along with the nation's Central Government, pursued a 'Zero-COVID' strategy whereby no local transmission is acceptable, and restrictions would be rapidly implemented to quash any local outbreaks.

While this approach had successfully reduced local transmission, it has also required a quasi-closure of the border, with all incoming travellers having to undergo a mandatory quarantine period.

As of December 2021, about 69% of eligible Hongkongers are fully vaccinated. There has, however, been a significant slowdown in the number of people receiving their first dose, and to achieve an acceptable level of vaccine coverage, the Government will need to look at incentivising vaccination.

In January 2022, Hong Kong SAR registered its first sustained community transmission of COVID-19 after several months of zero community cases and the outbreak saw the introduction of the toughest social distancing measures to date. But as the outbreak is believed to have peaked in early March and with case numbers falling, the Hong Kong SAR government announced a gradual relaxation of these restrictions to be effective from 21 April 2022.

However, Hong Kong SAR continues to maintain its "Dynamic Zero-COVID" strategy, and hence would risk losing out to competitor cities which has been lifting COVID-19 restrictions at a faster pace to resume normalcy.

4.3 Hong Kong SAR Real Estate Investment Trends

The Hong Kong SAR real estate market is one of the world's largest, consistently recording some of the highest capital values in the world with high levels of global investor demand. Despite the size of the market, it remains rare for quality assets of scale to come to the market, with property owners generally preferring to hold assets in Hong Kong SAR for a long period of time.

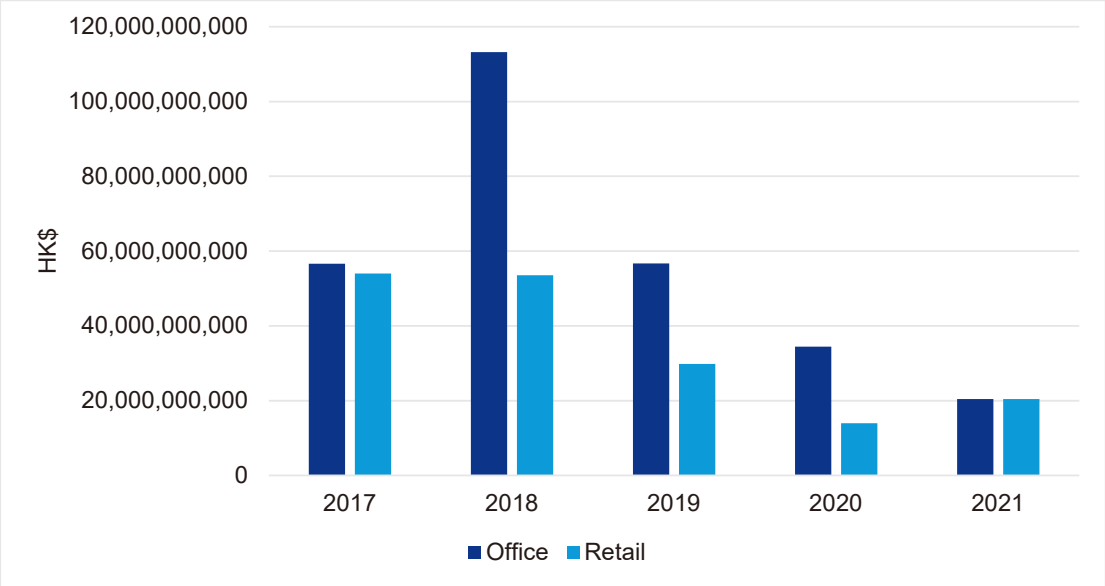
Overall transaction volume has decreased each year since it peaked in 2018. The biggest change however, is in the sectors that investors are deploying capital. Traditionally, the majority of investment was in the office sector and this remained the case until 2021, where retail investment transaction volumes overtook that of office. However, we do not see this as being necessarily representative of a longer-term trend. Instead, it is most likely due to most owners of office assets being reluctant to sell in the current market conditions.

While total real estate transaction volumes are still below their 2018 peak, current volumes in retail showed some signs of recovery in 2021. With uncertainty remaining over the impact of the work

from home trend on the office sector, investment in office properties remains below the long-term average.

There is however still significant liquidity in the market, and while interest rates may start to increase again, they are expected to still remain at attractive levels for investors. As such, we expect investment volume to rise again in 2022, particularly once quarantine-free international travel returns.

Figure 48: Transaction Volume by Sector



Source: Colliers, Real Capital Analytics

Land Tenure in Hong Kong SAR

A significant proportion of land leases in Hong Kong are due to expire in mid-2047, including over 30,000 land leases in the New Territories which are expiring on 30 June 2047. The Hong Kong SAR government has a clear policy for dealing with land leases and related matters, including the extension of land leases. Under the policy, all leases (excluding short term tenancies and special purpose leases) not containing a right of renewal ("non-renewable leases") may, upon expiry and at the sole discretion of the Hong Kong SAR government, be extended for a term of 50 years without payment of an additional premium. The extended leases are subject to a payment of an annual rent at 3% rateable value of the property at the date of extension. The annual rent will be adjusted in step with any changes in rateable value thereafter.

No limit on the number of times that a land lease can be extended by the arrangements stipulated has been set out under the policy.

While the extension of non-renewable leases is not automatic, the Hong Kong SAR government follows due process in exercising its 'sole discretion' prudently. Various factors will be considered on lease extension, including but not limited to whether serious lease breaches are found under the original lease, if the lease was granted on policy considerations for promoting certain objectives such as individual industries and whether the policy consideration is still valid. The

Lands Department has extended most non-renewable leases since the policy was first promulgated in July 1997, and the renewal of land leases for a nominal annual fee is standard market practice for property valuations in Hong Kong SAR.

Therefore, leasehold assets are considered to be at low risk of government repossession.

4.4 Hong Kong SAR Retail Market Overview

Overview

Hong Kong SAR was most impacted by the pandemic in 2020, when restrictions on dining, temporary closures of certain businesses and social distancing measures had a substantial effect on the economy and the retail market.

Retail sales have bottomed out and recorded growth of 8.1% YoY during 2021. This was driven by strong growth in apparel, luxury goods and electronic goods and a low base effect, supplemented by the local Government's Consumption Voucher Scheme, which gave HK$5,000 (US$641) to every eligible person in Hong Kong SAR. Besides the Consumption Voucher Scheme that has helped lift retail sales, shopping malls are increasingly offering coupons to attract customers and increase spending. Coupons are usually given out upon spending a minimum amount in the mall's shops or restaurants and can be redeemed within the mall. As a result, we see more occupier demand and leasing activity in these malls.

As total retail sales were dominated by local consumption, there was a change in spending patterns towards F&B and products related to personal fitness, sports, recreation and technology. F&B consumption also shifted from traditional fine dining to newer concepts such as light refreshments, Grab & Go and modern bakeries, which allowed consumers more flexible dining options and hours. Given the change in consumption patterns and attractive high-street rents, retailers such as lifestyle and international athleisure brands, discounted luxury, and creative F&B concepts are actively expanding their footprints in Hong Kong SAR. Retailers benefiting from the change in spending patterns took advantage of attractive retail rents to open their first stores or expand their footprints in Hong Kong SAR, as high-street retail rents declined significantly since 2018. Shopping mall landlords emphasise a potent tenant mix that includes innovative F&B and lifestyle concepts to further enhance footfall. With almost no visitors to the city, the new occupiers help boost local spending and create a more diverse mall tenant profile. According to the Food and Environmental Hygiene Department, the total number of restaurant licence applications received in the first four months of 2021 from new restaurants was 67% higher than that of the same period in 2020.

While the impact of COVID-19 will continue to weigh on the performance of the retail sector, especially in the first half of the year with the current Omicron outbreak, it is expected that retail market and shopper sentiments will continue to recover gradually, especially as the current restrictions are gradually relaxed from 21 April 2022 onwards.

To help mitigate the impact of the Omicron outbreak, the Hong Kong SAR budget for 2022-2023 includes a number of measures to try and boost retail consumption and provide relief to tenants. This includes a new round of consumption vouchers of HK$10,000 to every eligible person as well as a moratorium on landlords terminating the tenancies of certain sectors if they fail to pay their rent on time.

E-commerce Penetration

While e-commerce penetration in Hong Kong SAR lagged behind peer cities in Asia, more retailers are recognising the need to invest in digital business lines, their plans accelerated by COVID-19 through necessity. Improvements in online presence, customised payment solutions and a general shift of consumer preferences contribute to high growth rates in the field.

Driven by the social distancing measures, shoppers increasingly turned to online shopping. Online retail sales continued their upward trajectory in 2021, growing 39.0% YoY. The online retail sales penetration rate has witnessed significant growth since the start of COVID-19, with the value of online sales making up 10.8% of total Hong Kong SAR retail sales in December 2021 compared to 3.3% at the start of COVID-19 in January 2020. This has prompted a shift by shopping mall landlords to enhance their retail mix by offering more experiential and F&B brands which provide experiences that cannot be replicated online. Some have also introduced more reward-based programmes and aggressive promotions to enrich digital touchpoints and entice purchases. To retain footfall in their physical stores, other retailers seek ways to interweave their stores with their online presence, with 'click and collect' options and offer in-store discounts.

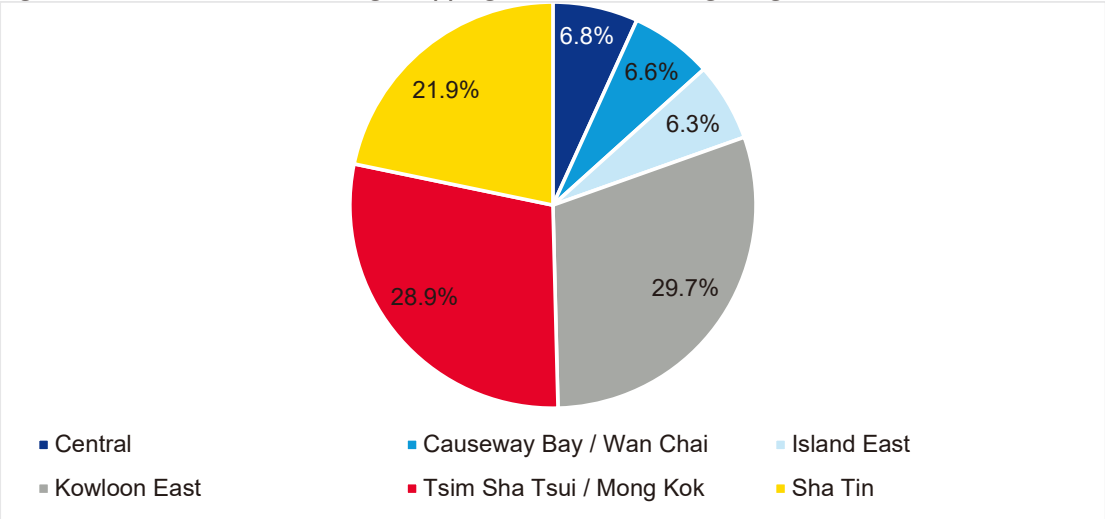
Existing Stock

Hong Kong SAR's retail market has seven key retail districts, which can be classed into core areas such as Central, Tsim Sha Tsui, Mong Kok and Causeway Bay/Wan Chai and the non-core areas Kowloon East, Island East and Sha Tin.

The core areas comprise 42% of shopping mall stock, and the non-core regions comprise 58% of the available 125.1 million sq ft. The top 10 malls in terms of total GFA make up 10.9% of the entire shopping mall stock. Festival Walk mall[3] is ranked the 9th largest by GFA.

In 2021, relatively few new shopping malls were added to the market, with only around 357,577 sq ft being completed as there were no significant new developments within 2021. The only new mall was Yue Man Square at Development Areas 2 & 3 of the Kwun Tong Town Centre Redevelopment by the Urban Renewal Authority (URA). Based on this, the total stock increased 0.3% YoY.

Figure 49: Distribution of Existing Shopping Mall Stock in Hong Kong SAR as at end 2021



Source: Rating and Valuation Department, Colliers

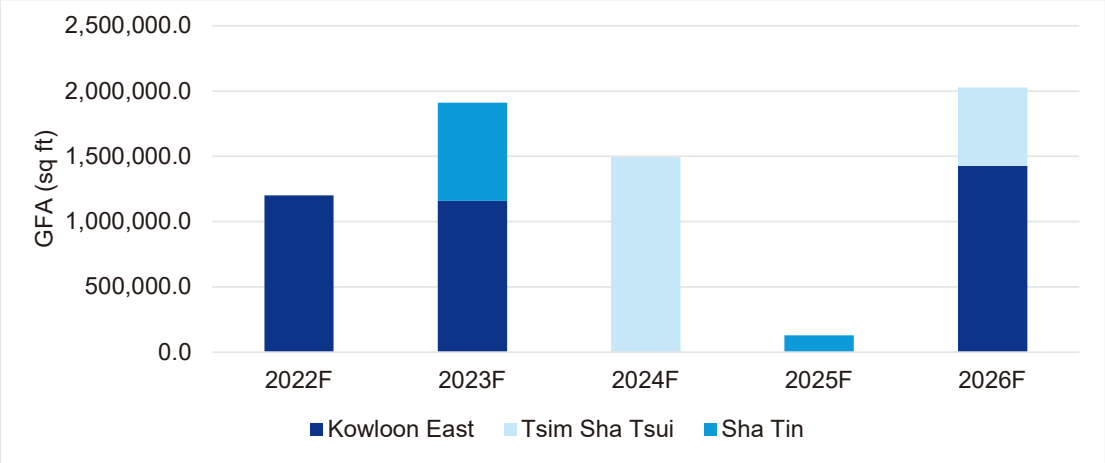
[3] Festival Walk, situated in Kowloon Tong (Kowloon East), is owned by MNACT and has a total GFA of 980,089 sq ft of retail space.

Future Supply

In 2022, only two new shopping malls are expected to complete, providing a combined area of 1.2 million sq ft. They are the retail portions of the Airside (700,000 sq ft) and 98 How Ming Street (500,000 sq ft) in Kowloon East. Most of the anticipated stock is due to complete around 2023-2024, including the 807,164 sq ft site owned by Lifestyle International at Kai Tak (Kowloon East), The Wai with 652,508 sq ft atop Tai Wai MTR station (Sha Tin) and West Kowloon Cultural District's 1,493,796 sq ft retail element (Tsim Sha Tsui).

Kowloon East has approximately 3.8 million sq ft slated for completion from 2022 to 2026, principally around Kwun Tong and Kai Tak, some distance away from Festival Walk that is located in Kowloon Tong. Malls well-connected to transportation nodes and with established consumer base are expected to remain popular among shoppers and be preferred choice locations among retailers.

Figure 50: Future Shopping Mall Supply (2022F – 2026F)

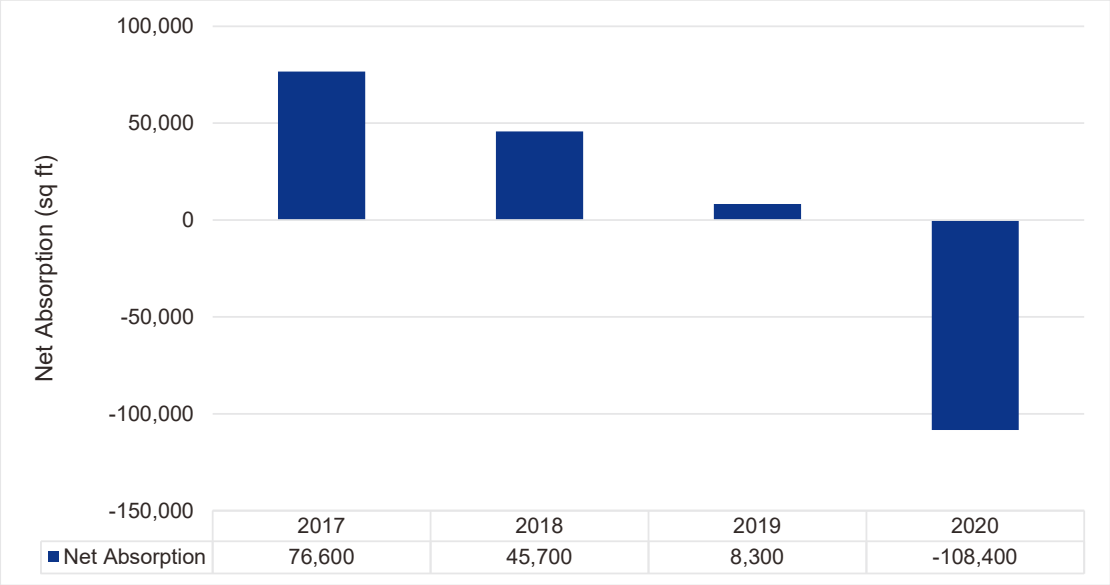


Source: Buildings Department, Colliers

Net Absorption

After positive net absorption in 2017 and 2018, demand in the retail market started to cool down in the second half of 2019 and turned negative in 2020, in large part due to negative adverse effects of the pandemic. In 2021, net absorption is expected to recover slightly and turn positive.

Figure 51: Retail Net Absorption

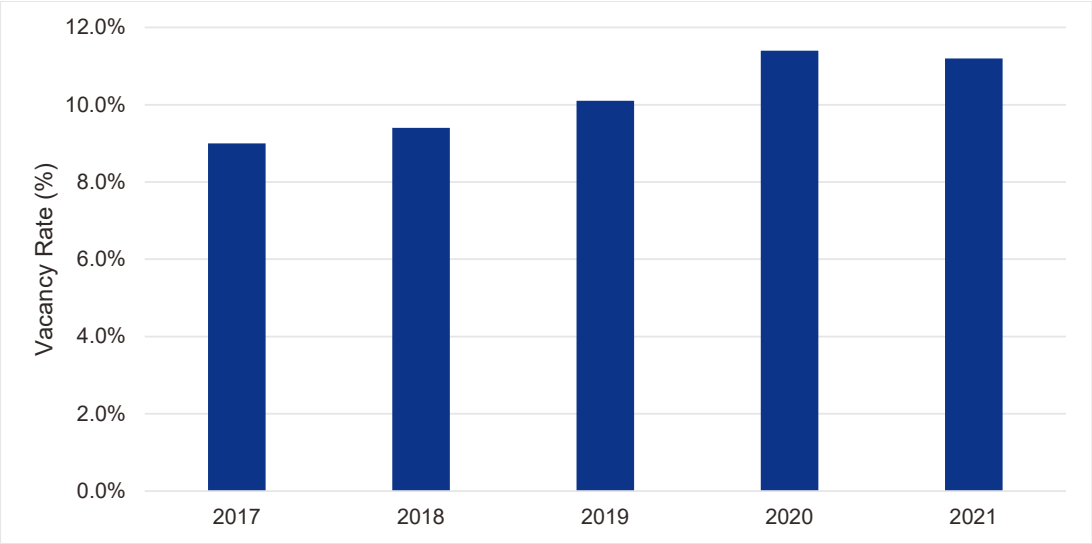


Source: Rating and Valuation Department (Note: The figures for 2021 are not yet available)

Vacancy Rate

With borders effectively shut, tenants that can sustain their business based on local consumption can thrive better. While most retailers' expansion plans remain on hold with uncertainties around the revival of non-local demand, we observed increased leasing activity in the city's Central region, where vacant space was filled in prime locations in 2021. Among the most prominent new occupiers in the community are Samsung, Lululemon, Hang Seng Bank, and American Eagle Outfitters, which significantly increased their footprint. As a result, the overall vacancy rate decreased to 11.2% at the end of 2021, 0.2 percentage points lower than 2020.

Figure 52: Hong Kong SAR Retail Vacancies (2017 – 2021)



Source: Rating and Valuation Department, Colliers

In 2022 and 2023, there will be several new completions which may result in vacancy levels increasing very slightly. With any potential re-opening of the border, there may be a rebound in demand from sectors which compressed over the past two years, such as luxury goods, which will help improve vacancy rates. By 2026, overall vacancy is expected to drop below 10.0%.

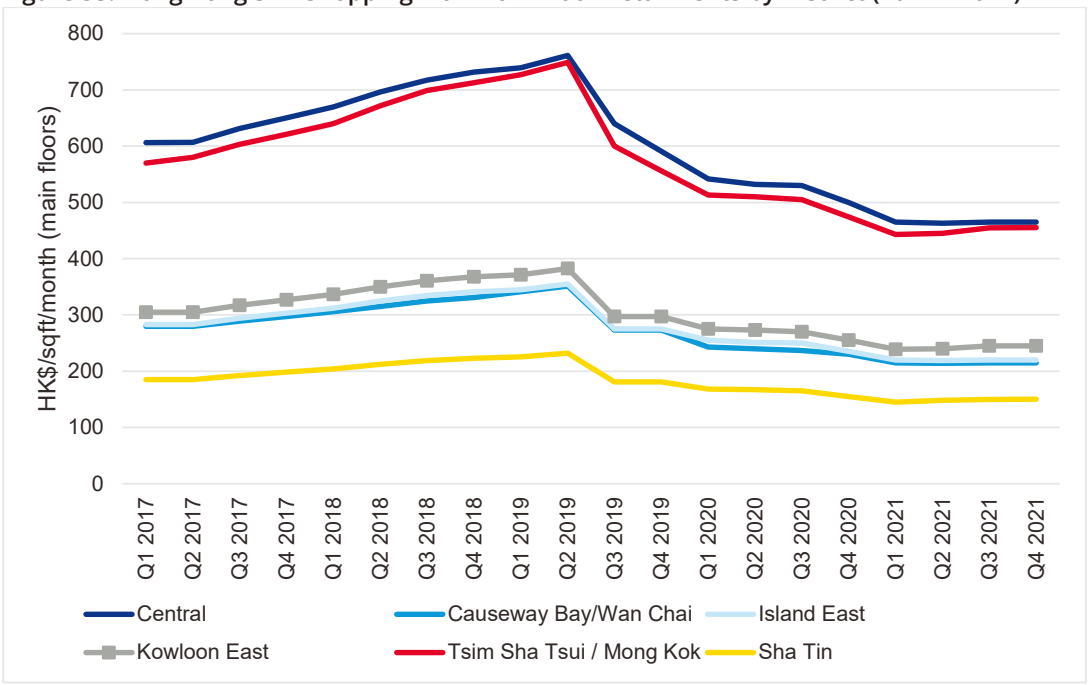
Shopping Mall Rents

Shopping malls increasingly seek lifestyle and 'retailtainment' brands as anchor tenants to drive foot traffic and increase the mall's attractiveness for consumers and potential tenants alike. With uncertainty over the pandemic lingering in the retail sector, landlords are willing to accept shorter leases and pop-up stores to make do until the start of a full recovery.

Retail rents as of end 2021 have come down by -19% since the start of COVID-19 in January 2020. Rents are expected to remain stable or possibly even decrease slightly in the next few quarters, with incremental growth only likely to materialise once the current Omicron outbreak is brought under control and cross-border travel is back to normal. The increase is expected to be mainly driven by a recovery in rental values for the hardest hit markets of Tsim Sha Tsui/Mongkok and Causeway Bay. The re-opening of the border with Mainland China should see a rebound in demand from luxury goods and pharmacy occupiers which will help to boost rents in these districts.

We expect to see a more gradual rental increase in Kowloon East as new supply at Airside, 98 How Ming Street, Lifestyle Kai Tak and New Kowloon Inland Lot No. 6568 may temper any significant rental growth. Kowloon East, while not tourist-focused, will benefit from the improved consumer sentiment due to the re-opening of the border and is expected to see some recovery in rents, albeit at a moderated pace.

Figure 53: Hong Kong SAR Shopping Mall Main Floor Retail Rents by District (2017 – 2021)



Source: Colliers

Retail Transactions

2020 was a challenging year for Hong Kong SAR's retail market as it was impacted by social incidents and the pandemic. However, since retail investment activities were on the rise during 2021 following the gradual relaxation of social distancing rules. Local private investors accounted for almost all 2021 retail investment transactions and are attracted by the potential for capital value growth with a potential reopening of the border between Hong Kong SAR and the rest of China, although they will also be watching the current Omicron outbreak in both Hong Kong SAR and Mainland China closely. The total transaction volume for 2021 surpassed the 2020 by 46.1%.

The most significant en-bloc office transaction in 2021 was the sale of KITEC in Kowloon East, with other significant sales including Jade & Pearl Plaza in Causeway Bay. KITEC is a multi-purpose property with a significant retail portion. For the purpose of the table below, we have separated out the retail portion from the office and event space within the building, while Jade & Pearl Plaza is situated on Paterson Street in the heart of Causeway Bay and comprises a mix of retail and F&B uses.

Table 7: Notable Retail Property Transactions in 2021 (Above US$50 million)

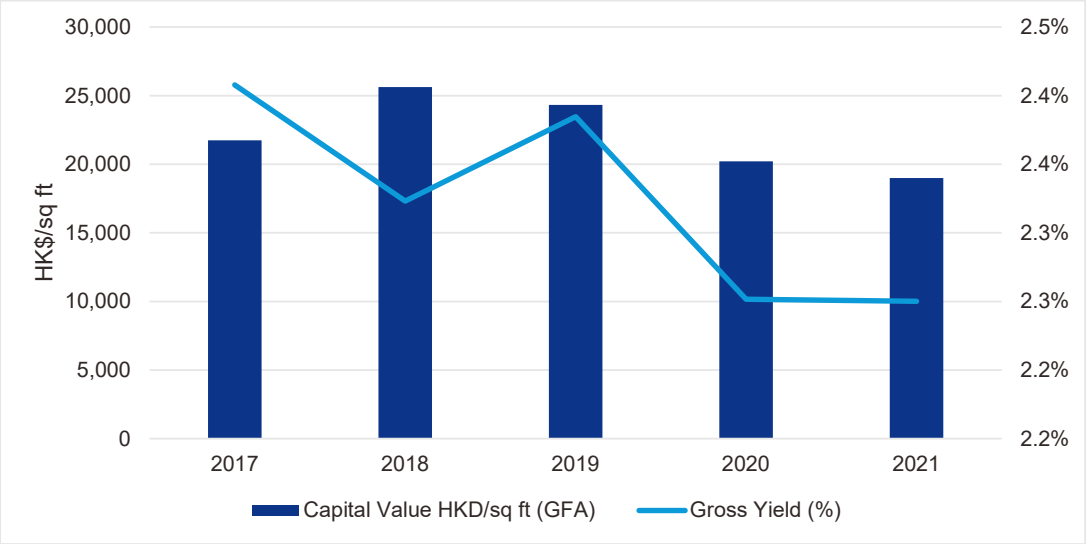
Property	Sub-Market	Transaction Price (HK$)	GFA (sq ft)	Unit Rate (HK$/sq ft)	Date
Sai Kung Garden (Unit 18 G/F & 1/F)	Other	$400,000,000	28,439	14,065	Q1 2021
Jade & Pearl Plaza (B1/F & Units 1-2 on G/F)	Wan Chai/Causeway Bay	$1,250,000,000	22,600	55,310	Q2 2021
KITEC (Retail)*	Kowloon East	$8,374,794,730	909,860	9,204	Q2 2021
Shek Wai Kok Shopping Centre	Other	$765,000,000	129,855	5,891	Q2 2021
On Yam Shopping Centre	Other	$535,000,000	40,899	13,081	Q2 2021
Pun Tak Building (Units A-D on G/F, 1-2/F)	Wan Chai/Causeway Bay	$525,000,000	13,800	38,043	Q3 2021
Wheelock House (Unit A on G/F)	Central	$710,000,000	8,564	82,905	Q3 2021
The Hudson (G/F-1/F)	Other	$400,000,000	11,609	34,456	Q4 2021
Mei Foo Sun Chuen (28 Retail Units)	Other	$455,000,000	85,284	5,335	Q4 2021

Source: Colliers, Market News, EPRC
Remark: *estimated price breakdown

Capital Values and Yields

While average rents have remained largely flat, capital values have increased by around 14.8% YoY in 2021, leading to a compression of average yields by 0.1 percentage points to 2.5%. In 2022, gross yield is expected to remain flat as any increase in rent is expected to be countered by rising capital values. Beyond 2022, yields are expected to remain broadly stable while capital value will continue to recover.

Figure 54: Hong Kong SAR Retail Capital Values and Gross Yields



Source: Rating and Valuation Department
Note: Gross Yields are based on Gross Rents before deducting any operational costs, incentives or purchase costs.

Outlook

While the pandemic will continue to weigh on the retail sector in 2022, we expect market sentiment to gradually improve, although the outbreak of Omicron in Q1 is likely to significantly impact upon the market for the first half of the year. However, provided that the restrictions are gradually relaxed from 21 April 2022 as currently planned, we are confident that the sector will bounce back. In the short term, sales will remain mainly dependent on local consumption in the short term. A return to pre-pandemic levels will depend primarily upon the border reopening and also on how Hong Kong and Mainland China shift from their current 'Zero-COVID' strategies.

In 2022, high street and shopping mall rents may witness a slight decrease in the next few quarters before stabilising with early signs of mild upwards momentum once the current Omicron outbreak is brought under control and cross-border travel starts to resume gradually. Limited new retail supply is expected in 2022, which will help to lift rental levels from the current lows. As landlords look for sustainable operators, we recommend retailers entering or expanding in the city to lock in their leases while rents are still attractive.

Even if the Federal Reserve tapers its quantitative easing programme, interest rates are not expected to increase rapidly as long as inflation numbers start to inflect down at some point in H1 2022. In a low-interest-rate environment with high market liquidity, we expect transaction volumes to continue to increase for retail assets.

There will be new supply coming up in Kowloon East in 2022 and then Lifestyle Kai Tak and 98 How Ming Street, are scheduled for completion in 2023 and 2024 respectively. However, with Festival Walk continuing to benefit from being situated at an MTR interchange station and with an established consumer base, we expect it to remain one of the most popular shopping malls in Hong Kong SAR.

4.5 Hong Kong SAR Office Market Overview

Hong Kong SAR's office market is divided into core and non-core areas. The core areas include Central, Tsim Sha Tsui and Causeway Bay/Wan Chai, whereas the non-core areas include the emerging sub-markets of Island East, Kowloon East and Kowloon West (which includes West Kowloon, Jordan, Lai Chi Kok and Mong Kok).

Figure 55: Major Office Submarkets



Source: Colliers

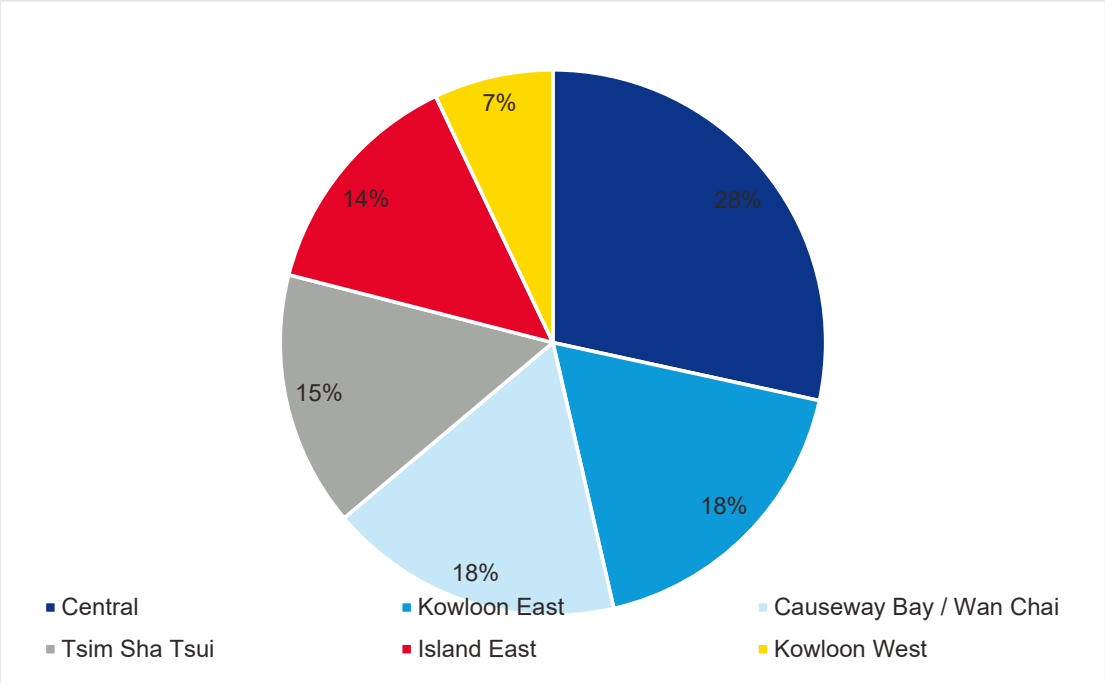
For the purposes of this report, it covers only the following core office submarkets (Central, Tsim Sha Tsui and Causeway Bay/Wan Chai) and non-core office submarkets (Kowloon East[4], Island East and Kowloon West).

[4] Festival Walk, situated in Kowloon Tong (Kowloon East), is owned by MNACT and has a total GFA of 228,665 sq ft of office space.

Existing Supply

Current Grade A office supply for the above core and non-core office submarkets stands at 91.4 million sq ft (net). No new supply was added in any of the key office sub-markets during 2021.

Figure 56: Distribution of Existing Office Stock in Hong Kong SAR as at end 2021



Source: Rating and Valuation Department and Colliers

Future Supply

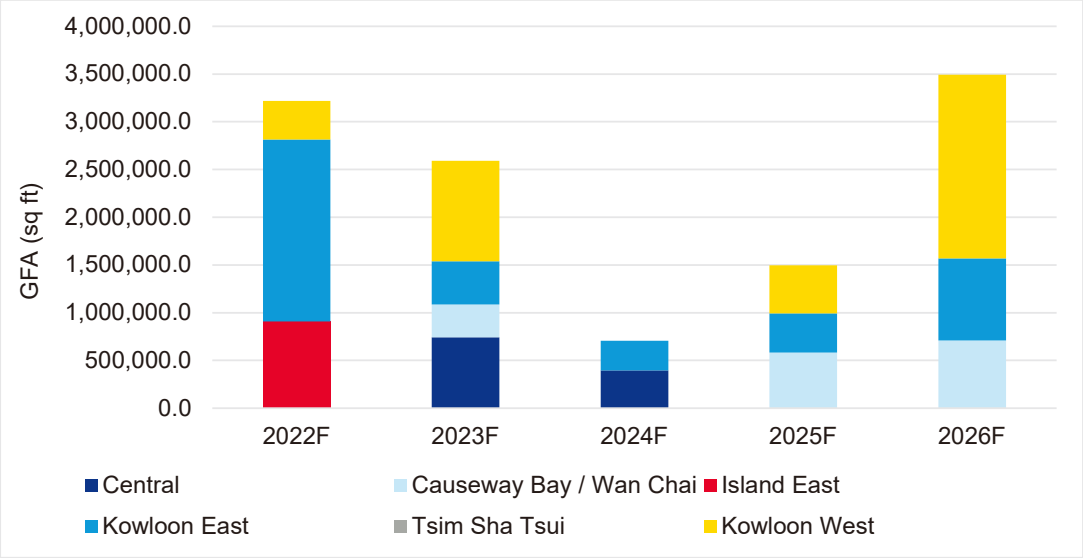
Significant new supply is planned for 2022, with approximately 3.2 million forecast to come onstream. The majority will be in Kowloon East (1.9 million sq ft) and is connected with the Kai Tak redevelopment and its surrounding areas as part of the HK Government's 'CBD2' plan.

Several of these projects have already been slightly delayed by landlords due to the weaker office leasing demand seen in 2020 and 2021, so new supply in 2022 is expected to be at one of the highest amounts of space on record.

From 2023 to 2026, approximately 8.3 million sq ft of new supply is expected. Central, the traditional CBD will add about 1.1 million sq ft, with The Henderson and Cheung Kong Center II due in 2023, marking the first significant new completions for several years.

Kowloon East and Kowloon West will contribute the highest overall proportion of new supply from 2023 to 2026, adding approx. 5.5 million sq ft as development around Kai Tak and Kwun Tong in Kowloon East and the West Kowloon Cultural District and XRL Station in Kowloon West accelerates. This may create further pressure on rents and occupancy levels in these districts.

Figure 57: Future Office Supply (2022 – 2026F)



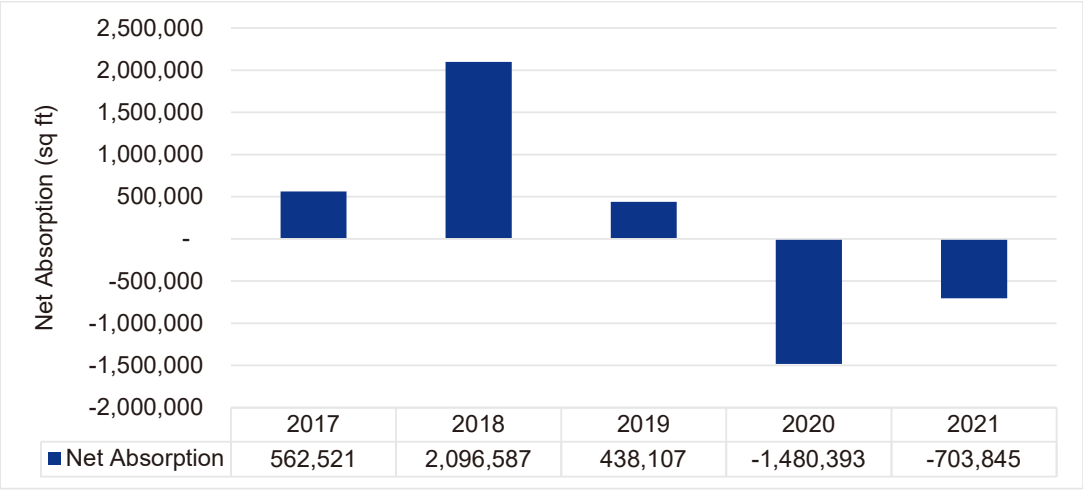
Source: Buildings Department, Colliers

Net Absorption

While overall net absorption for 2021 remains negative at around -703,845 sq ft, demand is recovering, and in Q3 2021, it turned positive to 117,720 sq ft after eight consecutive negative quarters. This recovery is due to a return to more positive business sentiment and the return of leasing demand amid the improving domestic economy. The best performing sub-market in 2021 was Kowloon West and Tsim Sha Tsui, where several large leasing deals were signed over the year.

While Q4 saw a return to negative net absorption overall (-115,916 sq ft), it is still expected that demand and occupancy levels will further stabilise in 2022, especially once restrictions are gradually relaxed from 21 April 2022.

Figure 58: Net Absorption



	2017	2018	2019	2020	2021
Net Absorption	562,521	2,096,587	438,107	-1,480,393	-703,845

Source: Colliers

We expect average annual net absorption to stand at around 1,300,000 sq ft over the next five years as renewed demand from Mainland Chinese corporates and a rebound in expansion from existing occupiers fuel a return to pre-COVID levels of activity.

Vacancy Rate

As business sentiment and the domestic economy continue to recover, leasing demand is returning. Overall net absorption turned positive after eight consecutive negative quarters in Q3 and occupancy levels are starting to stabilise. Discussions between Hong Kong SAR and mainland Chinese authorities have raised hopes for the re-opening of the border, although the recent Omicron outbreak may delay this slightly. Should this materialise, demand from China corporates is likely to improve. September 2021's launch of the cross-boundary Wealth Management Connect Scheme covering the Greater Bay Area should provide impetus to Hong Kong SAR's financial sector, benefitting the long-term office leasing demand.

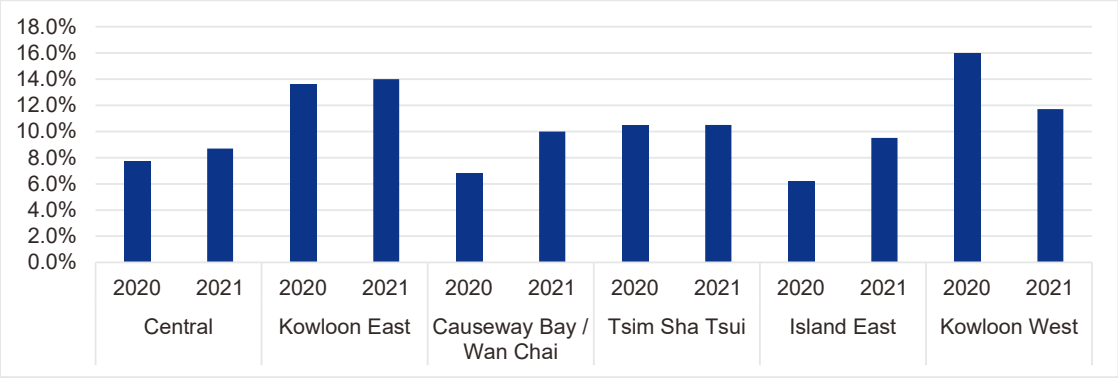
While many companies in Hong Kong SAR have now permanently adopted flexible work from home policies, most staff still prefer to work from the office, often due to the limited size of apartments and lack of suitable workspace at home.

The overall vacancy rate increased from 9.0% at the end of 2020 to 10.3% at the end of 2021. While there is a slight increase of 1.3 percentage points over the year, it compares favourably to the 2.7 percentage points increase in 2020 compared to 2019, a sign that occupancy levels are starting to stabilise amid the return of leasing demand.

Comparing 2020 to 2021, the most significant changes in vacancy rates were seen in Causeway Bay/Wan Chai, which increased 3.2 percentage points and Island East where vacancy increased by 3.3 percentage points. Meanwhile, the vacancy rate in Central only increased by 1.0 percentage point. One of the reasons behind this was a trend of re-centralisation or a 'flight-to-quality' where many occupiers took advantage of lower rents to re-locate back to Central whilst still saving some costs.

Kowloon East's overall vacancy rate remained pretty stable, only increasing by 0.4 percentage points as significant new leasing deals were agreed across the district, notably in Manulife Place and The Quayside.

Figure 59: Hong Kong SAR Office Vacancies by District (2020 – 2021)



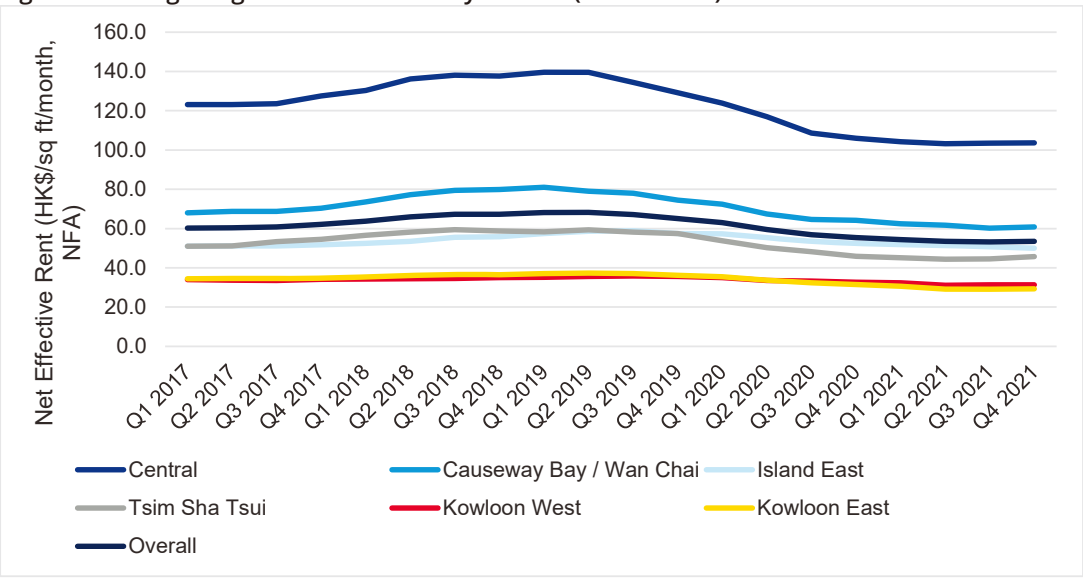
Source: Colliers

While overall net absorption is expected to be positive from 2022 to 2026, the significant level of new supply entering the market will result in vacancy levels increasing by around 2.5 percentage points over the same period. Actual performance will vary across office sub-markets and so while vacancy levels are expected to fall in Central and Tsim Sha Tsui, we forecast that the vacancy level in Kowloon East will continue to rise due to the high amount of new stock entering the market.

Rents

Overall, average Grade A office rents are HK$53.5per sq ft per month as at the end of 2021. This is a 3.6% decline YoY compared to 2020, while the drop in 2020 vs 2019 was 14.7%. This slowdown in rental declines suggests that the market has hit or is about to hit its nadir.

Figure 60: Hong Kong SAR Office Rents by District (2017 – 2021)



Source: Colliers

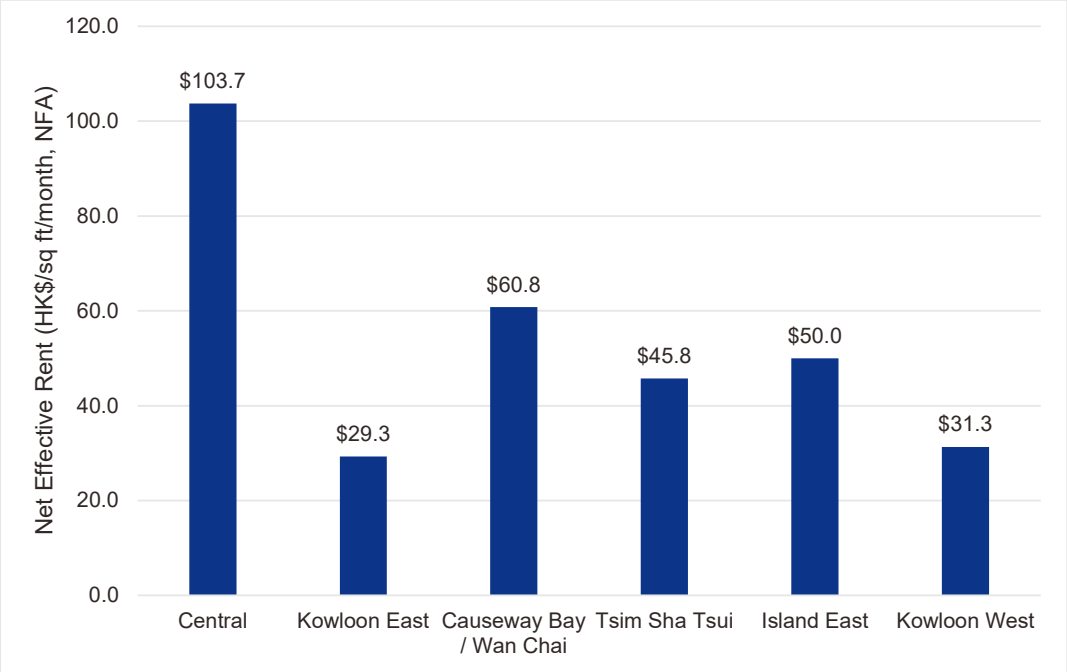
Over the course of 2021, the districts with the most significant rent declines were Kowloon East (7.1%), Causeway Bay/Wan Chai (5.2%) and Island East (4.8%). While Kowloon East and Island East were two of the better performing districts in 2020, the decline in 2021 could be attributed to a delayed response to 2020's general market downturn.

Comparing Q4 2021 vs Q3 2021, overall rents increased by 0.6%, compared to a drop of 0.5% in Q3 and 1.8% in Q2 and Q1. This is the first time since Q2 2019 where we have seen rents increased on a QoQ basis.

At the end of 2021, average rents for Kowloon East are standing at around HK$29.3 per sq ft per month, which is 71.7% lower than Central's rents.

Lower rents in Kowloon East helped prevent the vacancy level from rising further. While rents have fallen across the whole district on average, actual building performance varies considerably, with some better-quality developments starting to see slight rental improvements. In contrast, rents in older buildings with higher vacancy levels have shrunk more significantly.

Figure 61: Average Rental Rate by District (Q4 2021)



Source: Colliers

Supply pressure will inevitably weigh on the recovery of rental rates. The 5.8 million sq ft combined pipeline for 2022 and 2023 will add to the approximately 6.4 million sq ft of existing vacancy, providing occupiers with more options. While occupier demand and leasing volume are expected to recover as the economic outlook improves, the new supply will take time to gradually absorb.

With rents starting to stabilise and absorption improving, landlords have become less willing to contribute towards initial capital expenditure, and the number of incentives they offer new tenants has remained flat.

For Kowloon East, we forecast rents to remain stable and incrementally pick up once the new supply is gradually absorbed. However, like in all sub-markets, better quality buildings or those well-located buildings near to major transportation nodes will be more resilient as staff retention becomes ever more important.

Key Drivers and Developments

From 2015 until 2019, Hong Kong SAR's office market grew at an unprecedented rate as the number of corporates from mainland China rose by 81.5%. This led to office rents increasing 24.4% overall and 42.2% in Central between January 2015 and June 2019.

With 2019's social incidents and the travel restrictions in 2020 and 2021, demand from mainland China corporates declined. However, with quarantine-free travel between Hong Kong SAR and the rest of China remaining the top target for the Hong Kong SAR government in 2022, this sector is likely to be a significant engine of demand.

Throughout 2020 and 2021, companies have had to adapt to the work-from-home arrangement, and going forward, we expect remote and flexible working to increasingly become standard policy. While some companies may see this as an opportunity to downsize, they may also look at it as a way of reusing existing space to allow greater social distancing and more breakout spaces. In addition, whilst the additional flexibility will be appreciated by office workers in Hong Kong, the smaller sized apartments that are generally found in Hong Kong SAR, plus the shorter commute times when compared to other cities, mean that most employees will retain a preference for working from the office.

Positive catalysts for the office sector are likely to come from the finance sector that has proven to be resilient over the past two years. September 2021's launch of the cross-boundary Wealth Management Connect Scheme covering the Greater Bay Area should provide impetus to Hong Kong's financial sector, benefitting the long-term office leasing demand. Meanwhile, the local government also launched the Come2hk Scheme in September 2021, allowing non-Hong Kong residents from Guangdong Province or Macao to visit Hong Kong without being subject to quarantine. Although this is now on hold due to the Omicron outbreaks in both Hong Kong SAR and Guangdong, we believe this policy provides a good blueprint for how cross-border travel can eventually resume.

Office Transactions

2021 saw a total office investment transaction volume of HK$20.4 billion. This was 40.6% lower than 2020. The most significant en-bloc office transaction in 2021 was the sale of KITEC in Kowloon East, while there were other notable strata sales in The Center, C Wisdom Centre (both located in the Central region) and Enterprise Square Three in Kowloon East.

Table 8: Notable Office Property Transactions in 2021 (Above US$50 million)

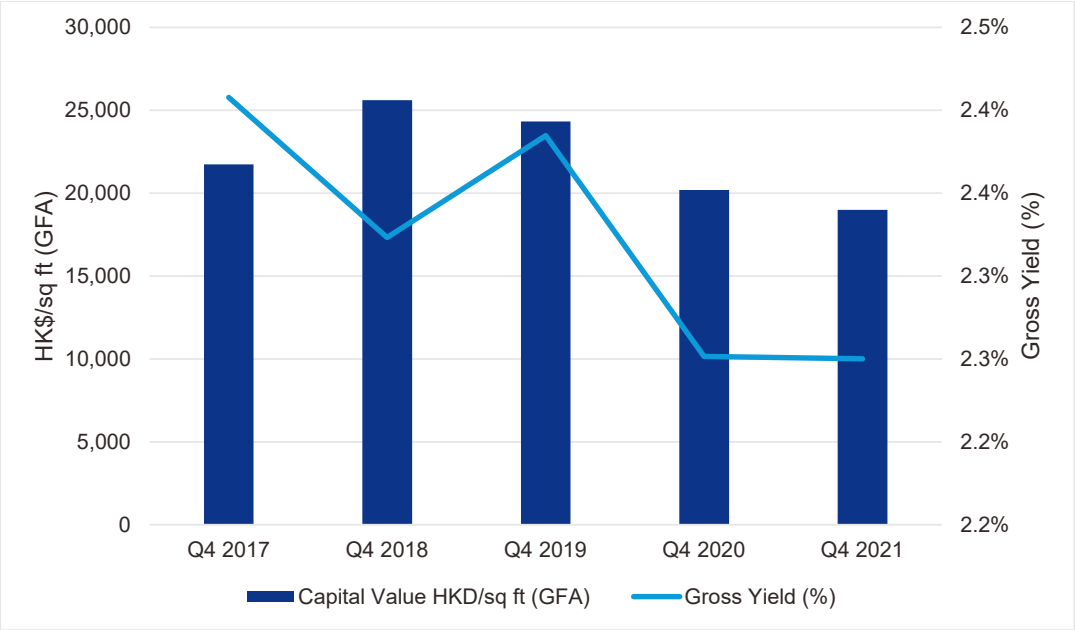
Property	Sub-Market	Transaction Price (HK$)	GFA (sq ft)	Unit Rate (HK$/sq ft)	Date
Enterprise Square Three	Kowloon Bay	$786,240,000	72,800	10,800	Q1 2021
The Center	Central	$870,000,000	25,412	34,236	Q2 2021
KITEC (Office)*	Kowloon Bay	$4,396,039,437	743,140	5,915	Q2 2021
C Wisdom Centre	Central	$430,000,000	23,889	18,000	Q2 2021
The Center	Central	$693,000,000	25,000	27,720	Q3 2021
The Center	Central	$625,000,000	24,593	25,414	Q3 2021
The Center	Central	$674,460,000	30,000	22,482	Q3 2021
United Centre	Admiralty	$515,000,000	20,489	25,135	Q3 2021
888 Lai Chi Kok Road	Lai Chi Kok	$1,188,337,500	68,000	17,476	Q3 2021
Cosco Tower	Sheung Wan	$420,000,000	19,745	21,271	Q4 2021
The Center	Central	$750,000,000	25,412	29,514	Q4 2021
N.K.I.L. 6607	Kai Tak	$3,380,000,000	174,294	19,393	Q4 2021

Source: Colliers, Market News, EPRC
Remark: *estimated price breakdown

Capital Values and Yields

At the end of 2021, the average capital value fell by 6.0% YoY compared to 2020, while the average yield remained largely unchanged at 2.3%. The principal reason for the fall in average capital value was the decline in rents, which resulted in the value falling relative to a stable yield. We forecast that capital values will increase over the next five years as rents recover and yields compress in line with investors' risk perception.

Figure 62: Hong Kong SAR Office Capital Values and Yields (2017 – 2021)



Source: Colliers
Note: Gross Yields are based on Gross Rents before deducting any operational costs, incentives or purchase costs.

Outlook

Subject to a successful management of the current Omicron outbreak without prolonged strict measures, we expect rents to increase in 2022 as demand picks up and travel restrictions with the rest of China gradually lift. Despite the significant new supply forecast in 2022, vacancy rates should decrease gradually in most districts as fewer occupiers look to surrender and demand increases.

Corporates from the rest of China traditionally prefer core office submarkets such as Central and once travel restrictions with the Mainland can be lifted, there is expected to be another round of these companies moving into Hong Kong SAR, which may see the decentralisation trend regain momentum as existing tenants move out to non-core areas like Kowloon East, similar to what was seen between 2015 and 2018.

Occupiers' increasing awareness of ESG standards will increase the performance imbalance between older and newer buildings, and landlords will be increasingly interested in deploying capital on sustainable and green building features and tenants continue to adopt a 'flight to quality' strategy.

September 2021's launch of the cross-boundary Wealth Management Connect Scheme covering the Greater Bay Area should provide impetus to Hong Kong SAR's financial sector, benefitting the long-term office leasing demand.

5 Japan

5.1 General Economy

Overview of market and political environment

Japan is the world's third-largest economy behind the United States and the People's Republic of China and has one of the most developed markets in terms of transaction volumes and existing stock in the Asia Pacific region.

The Kanto region, which includes Japan's capital Tokyo and the surrounding administrative areas, has a population of about 40 million and forms one of the largest economic areas in the world. The Kansai region, home to Osaka – the historic commercial centre for centuries, and Kyoto – the traditional capital – is the second-largest region. During the economic growth of the 1960s, manufacturing flourished in the cities on the Pacific side of the country. The Shinkansen, the rapid train network, connects these vital cities to Tokyo and Osaka.

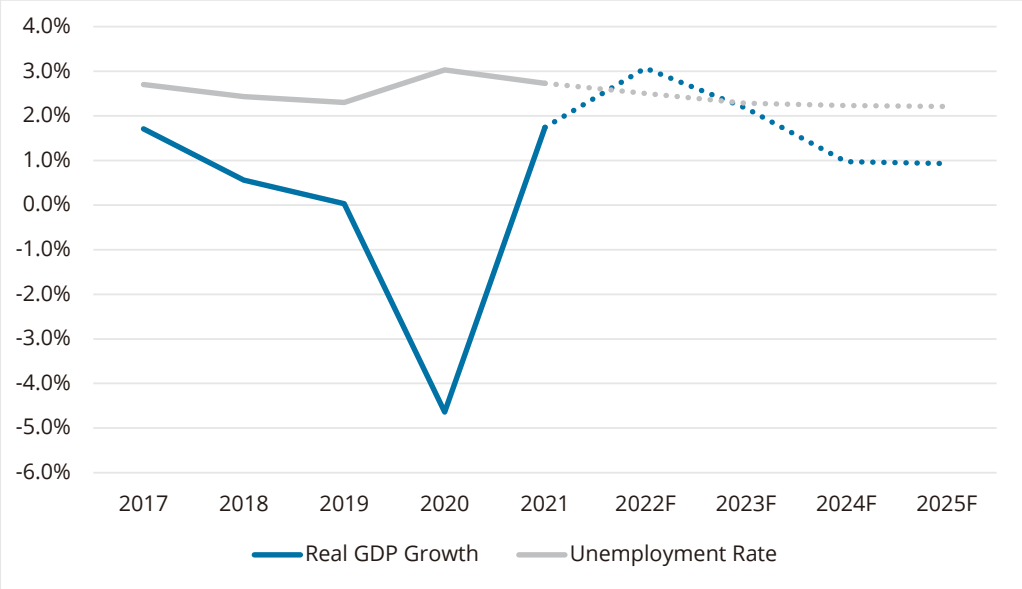
The new government, led by Prime Minister Fumio Kishida, came into power in October 2021. One of the new government's key focus is to implement policies to increase middle-class incomes, while continuing the previous government's policies. Boosting wages were seen as a means to get the economy back on track in view that restrained domestic demand was one of the reasons for the prolonged subdued economic growth.

The number of new COVID-19 infections remained low from October up to early December 2021 and healthcare capacity has been expanded. Although there are concerns over the new Omicron variant, infection rate is expected to be under control and coupled with the easing of economic restrictions, the Japanese economy is expected to be back on track for a steady recovery in 2022.

GDP and Employment

Annual real GDP growth in 2021 was 1.7% YoY which was a recovery from the negative growth of 4.6% in 2020. A shortage of semiconductors due to the pandemic affecting South East Asia – where they are produced – led to a sharp decline in automobile production, depressing consumer spending, exports and capital investment. In addition, domestic economic activity was restrained by a state of emergency, which was in effect until 30 September 2021. Consumer spending fell sharply but is likely to increase, particularly for services and durable goods, as the pandemic subsides, economic activity resumes, and car sales recover as supply constraints ease.

Figure 63: GDP Growth and Unemployment Rate



Source: Oxford Economics

Unemployment as at Q4 2021 was 2.7%, a 0.3 percentage point decrease year on year. The employment environment is expected to improve on the back of a pick-up in consumer spending.

Economic Fundamentals and Drivers

Japan's largest core industry is manufacturing, followed by retail. Overall, the service sectors comprising education, public health and social, public, professional, scientific, technical and business support and others made up more than half of the nation’s economic production.

Although there are some concerns about the slowdown in imports and exports due to constrained global logistics capacity, demand is strong domestically and internationally, and manufacturing is expected to power economic recovery. In particular, a recovery in machinery and equipment and automobiles, whose production has been constrained by the shortage of semiconductors, is likely to be a key driver.

Japanese companies maintained a high market share in semiconductor manufacturing equipment, and demand is expected to grow due to a domestic and global effort to invest in expanded production.

Government statistics suggest households have around JPY40 trillion in excess savings due to pandemic restrictions, and as constraints ease, we expect a rapid rebound in consumer spending to boost retail recovery.

In addition, employment in the IT industry is rising, signalling the sector’s growth potential. The government's policy to promote digitalisation will boost its expansion. Digital transformation (DX), a recent trend, is also expected to improve productivity in other industries and grow the Japanese economy.

Population

Japan's population has been declining since 2009 and was estimated to be 125 million in 2021, a 0.3% decline YoY. The shrinking birth rate in urban areas, and the consequential ageing population nationwide, is recognised as a national issue. However, the population in major cities such as Tokyo and Osaka continue to grow, with an influx of young people from surrounding regional cities seeking employment and educational opportunities. As a result, even though there are households exiting Tokyo's city centre to settle in the suburbs, the capital's overall population is not expected to decline rapidly.

Inflation

The CPI rose for the fourth consecutive month by 0.8% YoY in December 2021, mainly due to higher energy prices. Entertainment and recreation, including accommodation, also contributed to the increase due to the reduced consumer spending in the previous year and supported by the Go To campaign, which is the government aid programme to stimulate travel and entertainment consumption. The overall increase in CPI was however suppressed by lower mobile telecoms prices.

Although inflation concerns have emerged against a backdrop of rising oil and energy prices, companies are cautious about reflecting increased costs. Product price increases are expected to be limited to areas such as energy and food. As a result, inflation will be expected to trend around 0%.

Monetary and Forex Policies

In its recent January 2022 meeting, the Bank of Japan ("BoJ") decided to maintain its current accommodative monetary policy, including its long and short-term interest rates and exchange-traded funds ("ETF") purchases. Looking ahead, the BOJ is likely to hold its course to assess the effects of government aid measures for businesses hit by the pandemic.

Long-term interest rates have been trending down, with the most recent downward pressure on interest rates caused by fears of an economic downturn against the backdrop of the Omicron variant emerging.

Geopolitical events and risk factors

No serious direct geopolitical risks to Japan have emerged in 2021. The US-Sino trade tensions may indirectly affect Japan's supply chain stability. While China remained the core of the manufacturing and trading industry's supply chain, the industries have adopted a 'China plus one' strategy to diversify their supply chain by expanding into Southeast Asian countries and other regions to avoid potential risks. Mr Kishida, who became Prime Minister in October 2021, has made economic security a critical point in his economic agenda, and the government remains vigilant and ready to act against any increase in geopolitical risks.

Economic Outlook

The pandemic substantially impacted the Japanese economy in 2020 and 2021, but overall pessimistic sentiment has eased as public health and economic countermeasures have been taken

to restore confidence. Expectations for an economic recovery are strong due to the high vaccination rate.

Although high oil and energy prices will increase the burden on households, the negative impact on private consumption will be contained by the excess household savings of more than JPY40 trillion. Exports and capital investment are also expected to increase overall. As a result, although new and fast-spreading COVID-19 variants remain a risk, we expect real GDP to recover to its pre-pandemic level (4Q 2019) and to exceed that in early 2022.

5.2 COVID-19

Japan's first COVID-19 case was confirmed on 15 January 2020. As a result of successful infection control measures and high vaccination rate, the situation has remained well-controlled until the number of cases surged in January 2022 due to the spread of Omicron variant.

The government declared a state of emergency four times from 2020 to 2021. While the number of confirmed cases during the state of emergency that was implemented on 7 April 2020 and lifted on 25 May 2020 was considerably lower than subsequent peaks, the sense of urgency was shared nationwide and there was a reduction in cross-prefectural travel. Office workers were encouraged to WFH. This prompted a migration towards the suburbs within Greater Tokyo, and there were an increased number of households moving to Saitama, Chiba and Kanagawa.

The measures implemented during Japan's state of emergency restrictions were focusing mainly on travel, mass events and restaurants where people are crowded into small spaces. As a result, a small proportion of office workers continue to WFH as it is encouraged but not compulsory. While there was an emerging migration of households moving out of Tokyo to Saitama, Chiba and Kanagawa, the younger population continue to migrate into Tokyo seeking jobs and education even amidst the COVID-19 situation, and this partially offsets the outflow of older population.

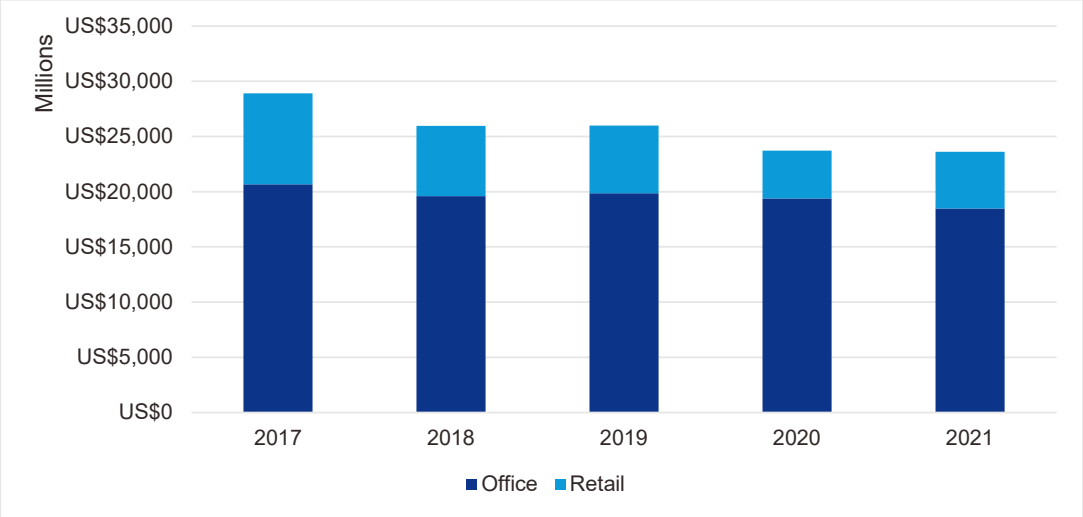
The delta variant led to the declaration of a state of emergency on 12 July 2021 and the most severe shortage of medical resources. The situation eased subsequently as Japan saw sharp decline in new infections, and the state of emergency was lifted on 30 September 2021. Since the beginning of 2022, the spread of the Omicron variant has been widespread, with the number of cases exceeding the previous peak in August 2021. However, due to the relatively low number of serious cases, medical resources are not as strained as they were at the peak in 2021, and the government has not declared a state of emergency, and economic activities have continued to recover. On 22 March 2022, the Japanese government lifted the COVID-19 quasi-emergency measures throughout the country, amid a decreasing trend in numbers of new infections.

5.3 Japan Real Estate Investment Trends

Japan's real estate market is the largest, and an attractive core market in the Asia Pacific region, attracting both domestic and foreign investors, with a favourable spread between asset yields and cost of funds. The market maintains its status as a mature market with benign growth. As a result of the high level of interest, transaction volumes for office and retail have exceeded US$20 billion per annum since 2017. In 2021, the annual volume for office and retail transactions reached approximately US$24 billion. Office transactions dominated the market.

Japan has a mature market for offices, with investment opportunities for core assets available not only in Tokyo, Osaka but also in other major cities. Tokyo has the highest transaction volume, followed by Osaka, and both are among the top 10 markets in the Asia Pacific region by transaction volume, with a wide range of asset types. Retail is also a prime investment sector, with a variety of investment opportunities for urban retail buildings and regional shopping malls.

Figure 64: Transaction volume



Source: Real Capital Analytics

5.4 Japan Office Market Overview

Overview

The Greater Tokyo Area's office market comprises Tokyo 23 wards (which includes the Tokyo Central 5 wards), Chiba City and Yokohama City. Tokyo's five central wards – Chiyoda-ku, Chuo-ku, Minato-ku, Shinjuku-ku and Shibuya-ku – are home to the largest agglomeration of office buildings and the headquarters of many global enterprises.

Greater Tokyo has more office space than any other city in the world, and Japan has one of the most developed office markets in terms of transaction volumes and existing stock in the Asia Pacific region. Due to Greater Tokyo's large geographical area, more companies have set up subsidiaries or satellite offices in the surrounding regions outside of Tokyo such as Chiba and Yokohama to ensure business continuity. This move also helps to reduce employees' commute as these secondary offices are closer to the employees' residences. As these areas have more available – and larger – lots of land than central Tokyo, they have seen a concentration of large office buildings used by large enterprises for back-office functions.

Figure 65: Map of Greater Tokyo Office Markets



Source: GSI, Esri, HERE, Garmin, FAO, METI/NASA, USGS, Colliers

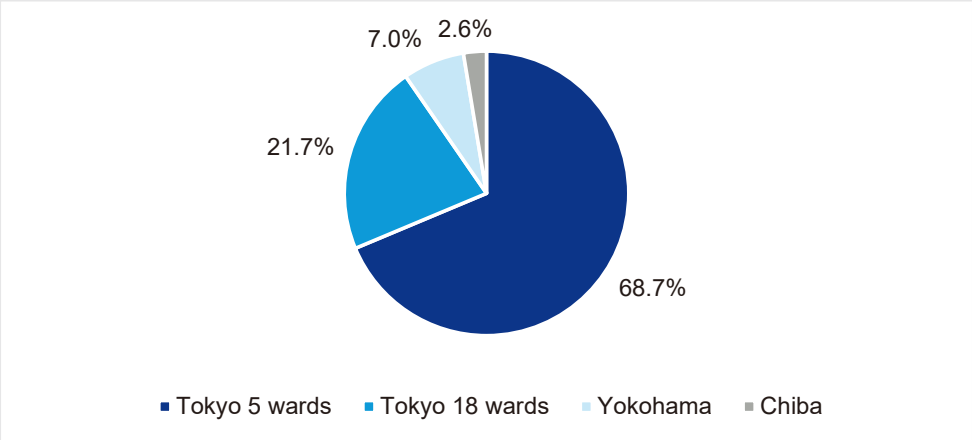
Existing Supply

With a total of 10,023,656 tsubo at the end of 2021, Greater Tokyo has one of the highest concentrations of office stock compared to any major city in the world. Roughly 70% is concentrated in Tokyo's five central wards, while around 20% is in the other 18 wards, and 10% is in Yokohama and Chiba.

In central Tokyo, where business districts have existed for almost more than a century, many office buildings are relatively old, small and generally outdated. Several large-scale redevelopments have been completed since the 2000s, resulting in a renewal of the office stock.

On the other hand, in the peripheral areas such as Yokohama and Chiba, against the backdrop of soaring land prices and rents in central Tokyo during the bubble economy of the late 1980s, office buildings were constructed to support large corporations' back-office functions, forming the current concentration of office buildings.

Figure 66: Distribution of Existing Office Stock in Japan at the End of 2021



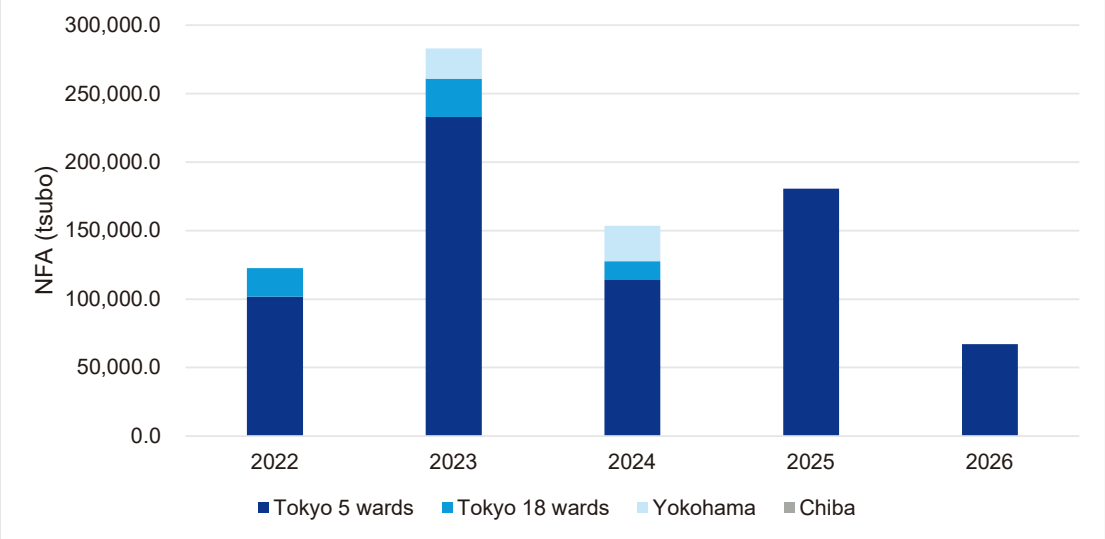
Source: Colliers

Future Supply

In Greater Tokyo, 807,163 tsubo is expected to enter the market in the next five years, a volume similar to the previous five years. While the expected supply is relatively low in 2022, it is expected to increase from 2023 onwards with the scheduled completion of several large-scale redevelopments in the Tokyo 5 wards. The projects in Chuo and Minato wards comprise more than half of the forecast supply from 2022 to 2026.

While new supply volume in Tokyo 5 wards is high, new supply in outer areas such as Tokyo 18 wards, Yokohama and Chiba is relatively low. In Yokohama, a couple of significant redevelopments are underway in Minato Mirai, while we are not aware of any large-scale projects in Chiba at this time.

Figure 67: Future Office Supply (2022 - 2026F)

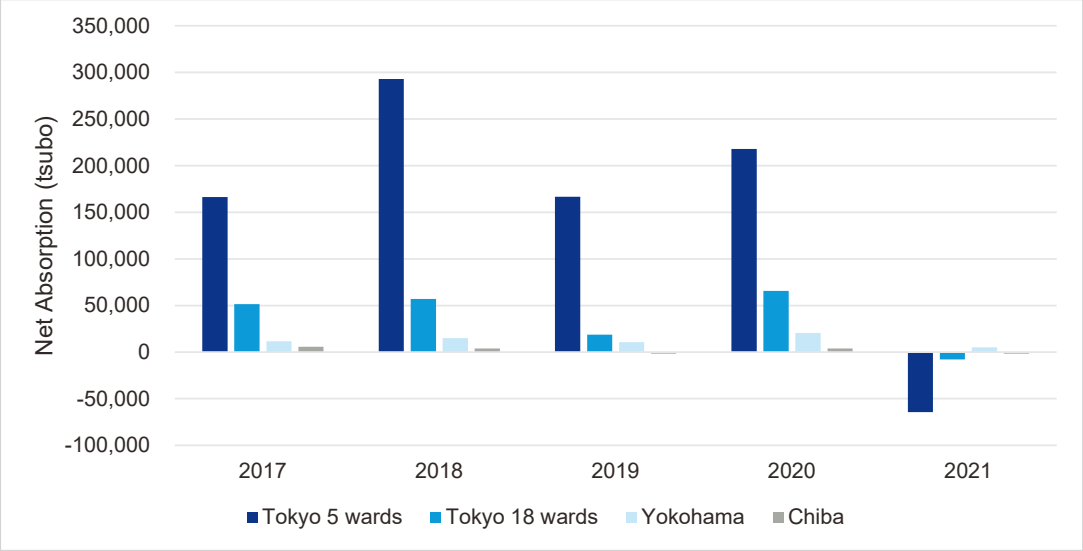


Source: Colliers

Net Absorption

Although there has been a high level of supply, an equal or greater level of demand existed until 2020. However, with COVID-19, an increasing number of companies are reviewing their office strategies to incorporate hybrid working, by combining office-based work and telecommuting. Some tenants are partially cancelling or downsizing. Others are relocating their spaces without expansion, resulting in negative net absorption in 2021. For 2022, net absorption is expected to turn positive as the overall economy improves and office demand resumes gradually.

Figure 68: Net Absorption



Source: Colliers

Vacancy Rate

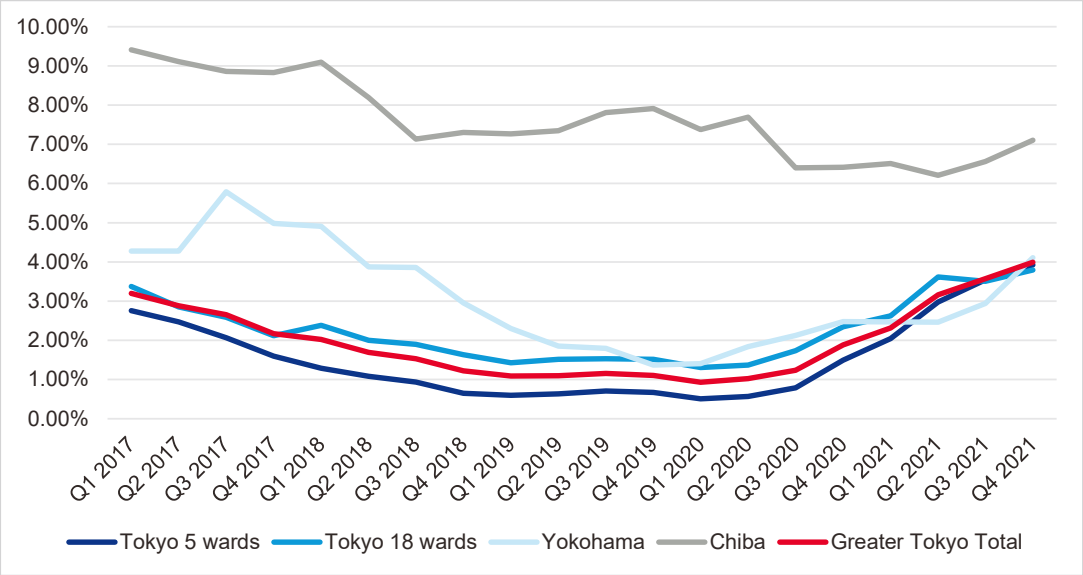
In Q1 2020, vacancy rates in Tokyo 5 wards hit their nadir at 0.5%. With the pandemic, vacancy rates started to increase in the first half of 2020 as restrictions prompted companies to adopt WFH measures and large corporates to rethink their future office needs. In the second half of 2020 and the first half of 2021, vacancy rates rose rapidly due to downsizing and early lease terminations, but the increase began to slow by the second half of 2021. For 2022, the increase in vacancy rate is expected to moderate amid subdued new supply. However, vacancy rates are expected to increase again from 2023 onwards with increased new supply coming on stream.

For peripheral areas such as Tokyo's 18 wards and Yokohama, vacancy rates started to rise since the second half of 2020, but not as sharply as central Tokyo. This can be attributed to the fact that the supply-demand balance is relatively stable due to the smaller volume of new supply than central Tokyo and the trend to diversify office locations receiving more attention following the pandemic. Compared to central Tokyo, the peripheral areas did not see many lease contract cancellations, particularly for large companies renting large areas.

In Tokyo 5 wards, vacancy rates are likely to rise, especially in areas with sizeable new supply, and rents are likely to continue to fall over the next five years. In Tokyo 18 wards, where future new supply volume is modest, the rents are expected to be resilient over the next five years. Yokohama

has a concentration of high-rise office buildings in the Minato Mirai district, where several large office buildings are scheduled to complete in the next five years. Due to increased supply, vacancy rates are likely to rise slightly. The average rents in the Minato Mirai district may be suppressed due to the increased vacancy level. However, overall rental performance in the rest of Yokohama, where MNACT's ABAS Shin-Yokohama building is located, is expected to be stable over the next five years due to its relatively small market. Chiba is the smallest of Greater Tokyo's markets, and previous vacancy rates have registered only minor fluctuations.

Figure 69: Japan Average Office Vacancies by District (2017 – 2021)



Source: Colliers

Rents

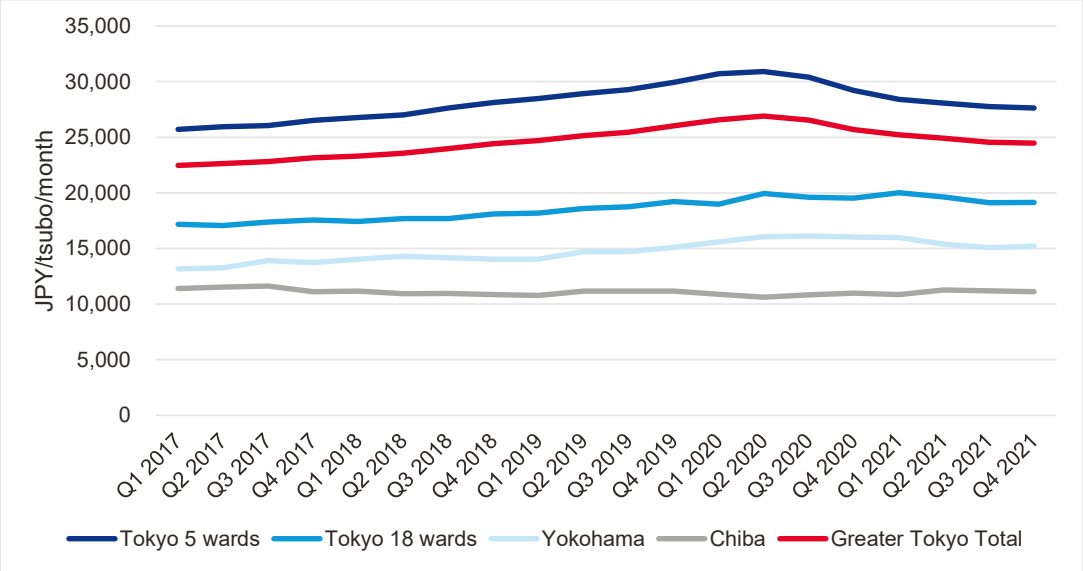
Tokyo 5 wards is expected to maintain its crown as a central location for company headquarters for many Japanese firms. However, lower rents in peripheral areas, including Tokyo 18 wards, Yokohama and Chiba, where MNACT's Japan Properties are located, will particularly attract occupiers seeking to reduce costs.

Office rents in Greater Tokyo continued to rise through the first half of 2020 on the back of historically low vacancy rates. In the second half of 2020, though, average rents began to fall as more landlords reduced prices to reduce vacancies that had rapidly risen due to weakened demand from COVID-19.

This trend was particularly pronounced in Tokyo 5 wards, where vacancies increased rapidly, with average rents falling by 5.4% to JPY27,634 per tsubo as of end Q4 2021 compared to Q4 2020. In Yokohama, many vacancies have emerged since 2020, mainly in the Minato Mirai area, which has a concentration of office buildings. This resulted in average rents falling 5.2% YoY to JPY15,203 per tsubo as of end Q4 2021. The trend was less pronounced in Tokyo's 18 wards, with average rents falling 2.0% YoY to JPY19,149 per tsubo as of end Q4 2021. Average rents remained stable in Chiba, rising 1.3% YoY as of end Q4 2021 to JPY11,122 per tsubo partly due to the lack of new supply in the area.

For 2022, as fewer large companies are downsizing, and the number of early lease terminations is easing, the rental decline is expected to be flattened. In 2023 and beyond, new supply will increase in central Tokyo, and rents may be under downward pressure again if the vacancy rate rises accordingly. However, in peripheral areas where expected supply is less than in central Tokyo, the impact on average rents is expected to be smaller in Tokyo's 18 wards than in the five wards of central Tokyo.

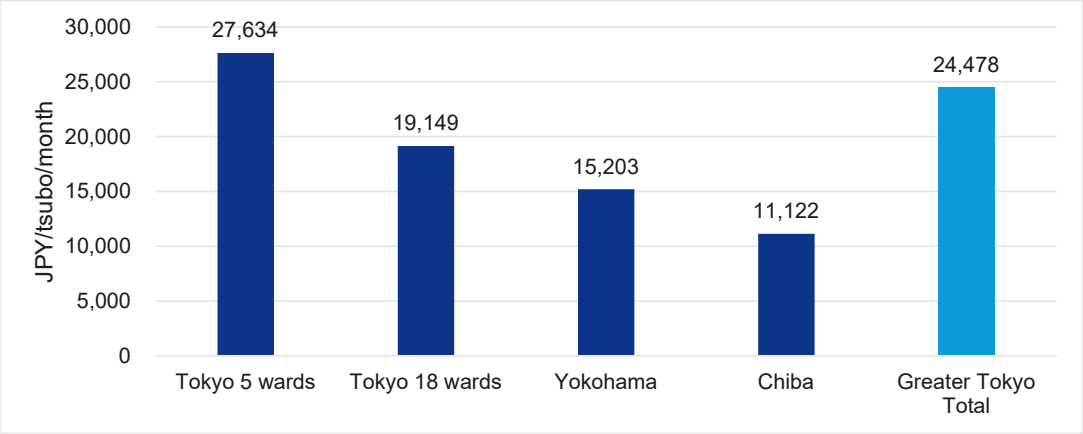
Figure 70: Japan Average Office Rents by District (2017 – 2021)



Source: Colliers

As of Q4 2021, there remains a substantial rental differential between Tokyo 18 wards, Yokohama and Chiba compared to the Tokyo 5 wards. As such, these peripheral areas are expected to remain popular among cost conscious tenants and those who are seeking alternate offices.

Figure 71: Japan Average Office Rents by District (Q4 2021)



Source: Colliers

Key Drivers and Developments

The majority of office demand in Tokyo comes from domestic companies. More than 99% of local enterprises are SMEs in Japan and these employ around 70% of the workforce. However, many of Japan's largest companies are headquartered in Tokyo, where the demand for big office buildings is driven by the need for spacious areas to house headquarters.

MNCs are mainly based in Tokyo, with Minato-ku being the most popular area for foreign companies.

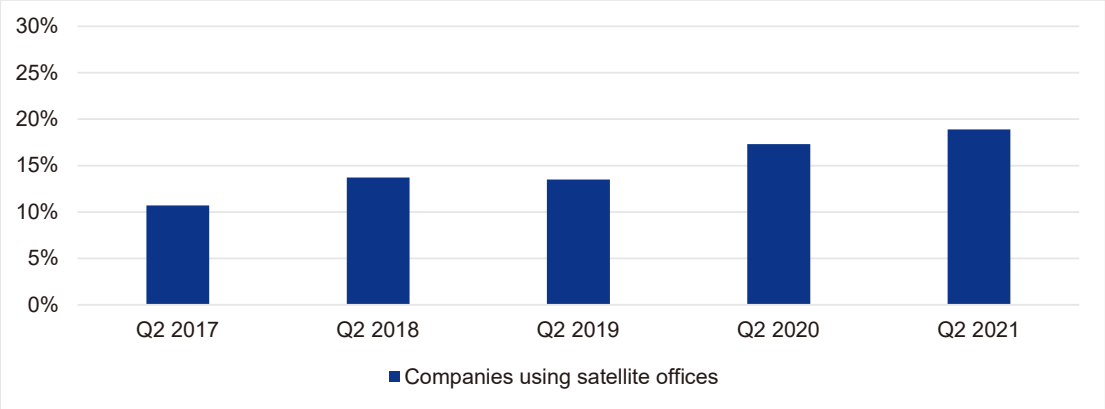
Since the mid-2010s, "work style reform" has been a popular topic, and there has been a trend to promote “teleworking”, especially in Tokyo and other large cities where employees find the burden of commuting relatively heavy. The Tokyo Metropolitan Government launched a campaign several years in advance to encourage companies to prepare for teleworking to ease traffic congestion. As a result, an increasing number of companies, particularly the big enterprises, promoted WFH and satellite offices as far back as the 2010s.

Ironically, however, it was due to the start of the pandemic in 2020 that WFH became more popular among companies. However, housing conditions in Japan do not afford many workers a suitable WFH environment, creating a demand for workplaces closer to home, which has led to companies opening satellite offices.

Many of Japan's large corporations employ tens of thousands of office workers and continue to relocate or consolidate space as they restructure or expand. Several companies have set up satellite offices in the suburbs since 2019, dispersing the demand for space previously concentrated in the city centre.

An annual survey of around 1,000 companies by Xymax Real Estate Institute in August 2021, a real estate-focused research firm, shows an increase in satellite offices over the past few years. According to the survey, office attendance should increase, with many companies expressing their intention to reduce teleworking after the risks from COVID-19 subsides. Some 19% of companies use satellite offices in 2021, nearly double those in 2017. Large companies with more than 1,000 employees headquartered in Tokyo have an appetite for satellite offices, with almost 50% already using them. In the wake of the pandemic, the concept of hybrid working is becoming more appealing, and satellite offices will likely become even more popular to complement the main office and telecommuting. Indeed, the office is still considered as a key point of collaboration and innovation for companies, where 80% of respondents believe that working in the office makes communication and collaboration easier.

Figure 72: Companies using satellite offices



Source: Xymax Real Estate Institute (Note: the survey is carried out each year in the second quarter)

Looking forward, satellite offices located in peripheral areas outside of Tokyo 5 wards will likely become even more popular.

Transactions

With the most extensive office floor area globally and a mature rental office market, Tokyo has seen exceptionally high transaction volumes, with office investment consistently exceeding JPY1 trillion per annum over the past five years. Given its position as the major Asia-Pacific market for core investment across a wide range of asset types, including office space, a high liquidity level is expected to be maintained in 2022 to support the region's highest transaction volumes.

Office investment in Greater Tokyo is predominantly in the Tokyo 5 wards, where office space is concentrated. However, offices in the peripheral areas such as Yokohama and Chiba have also attracted investors.

Table 9: Key transactions (Above US$50 million)

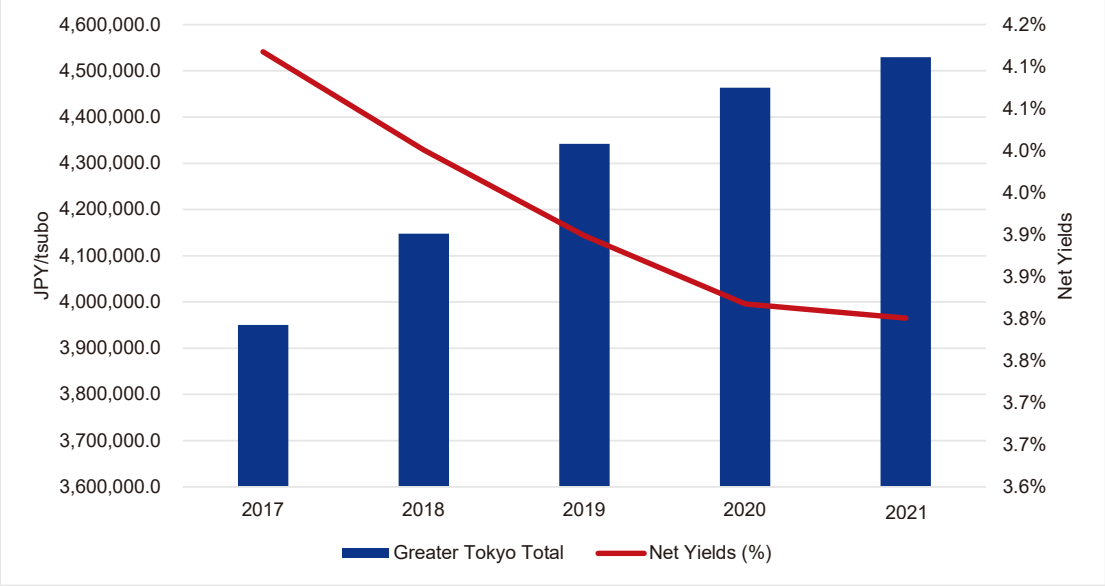
Property	Sub-Market	Transaction Price (million JPY)	Unit Price (JPY/tsubo)	Date	Buyer	Seller
NBF Minami Aoyama Bldg.	Tokyo 5 wards	31,600	5,580,000	Q1 2021	N/A	Nippon Building Fund
Dentsu HQ Bldg.	Tokyo 5 wards	270,000	3,951,000	Q2 2021	HULIC	Dentsu
Yokohama Nomura Bldg.	Yokohama	33,000	2,792,000	Q2 2021	Morgan Stanley	Nomura Fudosan
Kamiyacho Trust Tower	Tokyo 5 wards	32,400	14,102,000	Q3 2021	SMFL Mirai Partners	HIS.

Capital Values and Yields

Due to the low interest rate and high liquidity in the market, office cap rate in Japan has continuously compressed over the years. Capital Value data in Japan is released on a bi-annual basis at the end of Q1 and Q3 each year. As at the end of Q3 2021, Tokyo 5 wards reached a cap rate of 3.7% which is lower than the previous bottom in 2008.

Given the strong demand for quality office assets in Japan, the capital value in Tokyo 5 wards increased 1.7% as of end Q3 2021 compared to Q3 2020. Tokyo 18 wards also faced a capital value appreciation of 0.8% YoY despite an economic downturn during the pandemic. Capital value in Tokyo 5 wards is expected to reach its peak in Q3 2022 and will slowly adjust downward to reflect the future supply. Tokyo 18 wards is expected to follow a similar trend as that of Tokyo 5 wards, while Yokohama and Chiba will face a mild increase for the next three years.

Figure 73: Greater Tokyo Office Capital Values and Yields (2017 – 2021)



Source: Colliers
Note: Net Yields are based on Net Operating Income after deducting all operational costs and incentives.

While a change in monetary easing policy is expected in major European countries and the US against the backdrop of rising consumer prices, Japan's price levels are still not on a clear upward trend, and we expect the policy to remain. With interest rates at a historical low, a high yield spread level will be maintained even as cap rates fall. As a result, we expect Tokyo's core assets to remain attractive for investors, given the relatively high yield spreads, which we also expect to continue, compared to other global core markets.

Outlook

A significant amount of new office supply is expected in Tokyo 5 wards from 2023, and most will be concentrated in Chuo and Minato.

Greater Tokyo's office market is likely to follow a different course depending on location. Office investments in Greater Tokyo are expected to remain active in central and peripheral areas. Submarkets with a high supply level may face oversupply, leading to a prolonged increase in vacancy rates and a fall in rents. On the other hand, the peripheral areas where future supply volume is lower than central Tokyo are likely to be more stable. These areas can benefit further from office decentralisation.

In Tokyo 5 wards, vacancy rates are likely to rise, especially in areas with sizeable new supply, and rents are likely to continue to fall. Future supply volume is particularly high in Minato. However, capital values are expected to fall to a certain extent due to the reduced rental revenue from 2023. On the other hand, given investors' strong appetite for offices in central Tokyo, changes in cap rates are expected to be modest compared to the downward-trending rental performance.

In Tokyo 18 wards, where future new supply volume is modest, the rents are not expected to change as significantly as in the Tokyo 5 wards. Banking on decentralisation is appealing in the capital markets, especially for international investors, and suburban offices positioned as secondary commercial spaces are gradually gaining attention. As a result, cap rates and capital values are expected to remain in line with current levels.

Yokohama has a concentration of high-rise office buildings in the Minato Mirai district, where several large office buildings are scheduled to complete in the next five years. Due to increased supply, vacancy rates are likely to rise slightly. The average rents may be suppressed on the overall downward trend in Greater Tokyo. However, rental performance in the rest of Yokohama is expected to be stable overall due to its relatively small market. Cap rates and capital values are expected to trend within a small range in the capital market.

Chiba is the smallest of Greater Tokyo's markets with relatively few rental transactions, and previous vacancy rates have registered only minor fluctuations. With no significant new office supply in the pipeline for the next five years, we expect vacancies and rents not to move out of this historically narrow range. As in Greater Tokyo's other peripheral markets, investor appetite may be piqued by the potential of decentralisation, although fewer large office buildings are available for investment in Chiba. As transaction volumes are not expected to change significantly, we expect cap rates and capital values to remain at the same levels.

Tokyo 5 wards is expected to maintain its crown as a superior location for company headquarters for many Japanese firms, notwithstanding that the trend of consolidating head offices in prime locations will continue. However, lower rents in peripheral areas will attract some occupiers, especially those seeking to reduce costs to tackle any financial challenges the pandemic brings. We expect rental performance in peripheral areas to be resilient over the next five years, given the potential demand for satellite office space.

Although Greater Tokyo's overall office rental market is experiencing a cycle of retreat, it has shown its stability as one of the most developed office markets in the world. Vacancies are still lower than other major markets in the Asia-Pacific region.

Demand is expected to recover as pandemic countermeasures are gradually eased, and businesses return to growth.

6 South Korea

6.1 General Economy

Overview of Market and Political Environment

South Korea is known for its miraculous economic transformation from being among the poorest nations in the world in the 1960s to a high-income country in just one generation. Its economy grew even during the peak of the global financial crisis of 2007-2008. As of Q4 2021, it is the 10th largest global economy and the 4th largest in Asia in terms of nominal gross domestic product (GDP).

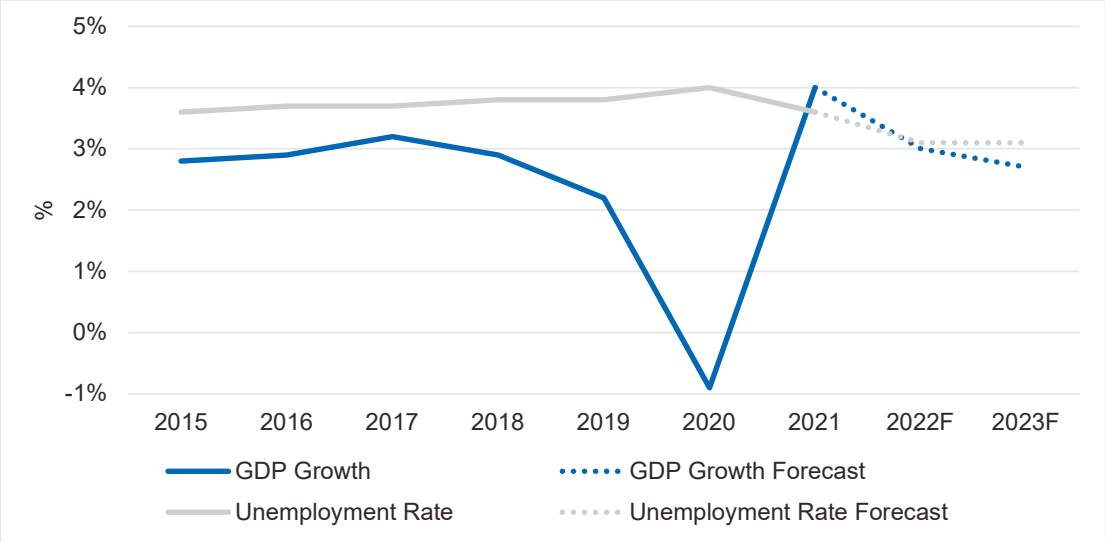
South Korea has a mixed economic system; private freedom combined with centralised planning and government regulation. Government policies resulted in GDP growth averaging 5.5% annually between 1988 and 2019. GDP expanded 4.0% in 2021 and hit an 11-year high as the demand for exports soared. South Korea's economy is expected to continue to increase through 2024. South Korea is one of the leading economies driving the next generation of economic growth, alongside the BRICS countries – Brazil, Russia, India, China and South Africa.

Geographically, South Korea shares a border with North Korea to the North and is separated by the East Sea from Japan to the East. Another important neighbour country, in terms of culture and trade, is China to the West. South Korea is a member of the Asia-Pacific Economic Cooperation (APEC), the Asia-Pacific Trade Agreement (APTA), one of the World Bank Group's key development partners, and a significant contributor (since 1977) to the International Development Association (IDA).

GDP and Employment

The economy recovered from its pandemic-induced 0.9% YoY drop in 2020 to grow 4.0% in 2021 and the economy is expected to remain robust in 2022 (3.0%) and 2023 (2.7%). A near 80% vaccination rate as of end 2021 is also expected to accelerate private consumption as normalcy returns. However, a slowdown in capital investment due to rising interest rates and the upcoming parliamentary and presidential elections has cast a cloud over the growth outlook in 2022.

Figure 74: GDP growth and Unemployment Rate



Source: Bank of Korea

South Korea has a solid export base and a skilled labour force. After experiencing a bail out by the IMF in 1998, South Korea has built large buffers in the financial and public sectors. Banking is well-capitalised with sizable liquidity buffers.

In August 2021, the unemployment rate dropped to 2.8%, its lowest since the pandemic, signalling the country's recovery. The number of employed increased by 518,000 from a year earlier, after 542,000 jobs were added in July, primarily in healthcare and social services, construction, transportation, and warehouses. As of end December 2021, unemployment rate was at 3.6%.

Economic Fundamentals and Drivers

South Korea advanced two paces in the global economic ranks in 2021 from 2019, suffering relatively little harm from the global economic contraction caused by the pandemic compared to other countries. South Korea's GDP growth hit an 11-year high in 2021 on strong exports and corporate investments, rebounding from the previous year's negative growth. According to the Bank of Korea, exports grew 9.7% and corporate capital investment expanded 8.3% in 2021. With strong global demand for semiconductors and other products ongoing, exports are expected to grow robustly and the economy to continue to recover throughout 2022.

South Korea's US$1,660 billion economy is led by electronics, telecommunications, automobile production, chemicals, shipbuilding, steel, with newcomers like micro-chips, bio-health and conceptual vehicles making a solid showing, both domestically and globally.

South Korea is a world leader in semiconductor production, second only to Taiwan and has maintained this position since 2013. The sector is a key economic driver of output, exports, and investment. The top exports of South Korea are Integrated Circuits (US$85.2B), Cars (US$40.8B), Refined Petroleum (US$38.9B), Vehicle Parts (US$18.5B), and Passenger and Cargo Ships (US$17.1B), exporting mostly to China (US$136B), United States (US$74.8B), Vietnam (US$47.8B), Hong Kong (US$31.6B), and Japan (US$28.3B) (OEC).

Population

Based on 'Statistics Korea', the population reached 51.64 million in 2021. Among that, 9.5 million people are residents in Seoul and another 13.6 million in Gyeonggi-do. This means that about 45% of the overall population is living in the Greater Seoul Area. Due to the low birth rate in Korea, the population has remained fairly static over the past 5 years and even recorded -0.4% YoY drop in 2021.

This is mainly caused by high education costs, home prices, and the difficulty women face in returning to work after giving birth. This extremely low fertility rate threatens the national workforce, economy, and military capabilities. Almost half of the population is expected to be older than 65 by 2065.

Inflation

Inflation accelerated to 2.5% at the end of 2021, which is the highest it has been for a decade and marks the eighth consecutive month above the Bank of Korea's 2.0% annual target, with higher prices driven by the elevated cost of oil and other commodities. The upward impetus mainly came from transport (12.9%), food & non-alcoholic beverages (6.1%), furnishings, household equipment & routine maintenance (4.6%), restaurants & hotels (3.8%), housing, water, electricity, gas & other fuels (2.7%) and clothing & footwear (1.3%). Prices will gradually cool as oil prices ease and consumers begin to feel the government's fuel tax cuts. The government lowered fuel taxes for six months to help stabilize inflationary pressure on domestic gasoline prices.

Monetary and Forex Policies

In early 2021, the government announced its plan to adopt stricter guidelines, regulations, and monitoring for local banking institutions involved in foreign exchange trading. The monitoring will measure companies' forex purchases and supply, the gap between their forex assets and debt and forex management and maturity dates.

This year, the Government will maintain its expansionary budget with an eye on the economic recovery and rising inflation. Meanwhile, policies would need to address the issue of proliferating private-sector debt and resultant risk of financial instability.

In August 2021, Korea became the first major Asian economy to raise interest rates since the pandemic began. It was the country's first rate hike in almost three years and put it at the forefront of a global move to withdraw the huge amounts of stimulus put in place to help soften the impact of COVID-19 on economies. In November 2021, the Bank of Korea increased rates by another 0.25% to 1% base rate. A third increase in rates (over the past 6 months as of January 2022) has been announced, and rates have returned to pre-pandemic levels.

Bank of Korea announced that it will continue to maintain its existing monetary policy in order to sustain the recovery of economic growth and stabilise consumer price inflation at the target level over a medium-term horizon, while paying attention to financial stability.

Economic Outlook

With a modest recovery, the economy is projected to grow 3.0% in 2022 with the recovery of domestic demand. Private consumption is showing initial signs of growth due to increased vaccination uptake since September 2021, resuming economic activity and improving consumer sentiment. In 2022, rising vaccination numbers and robust exports will be the key to economic growth.

Despite growing global concern over the pandemic, South Korea's exports reached US$644.5 billion in 2021, up 25.8% YoY. As face-to-face services rebounded, employment picked up in H2 2021, led by the service industry. Headline inflation stood above the 2% level in 2021, but this may go up further given the current core inflation and expectations in 2022.

The OECD projected that the Korean economy should continue to pick up once COVID-19 containment measures are lifted. Solid exports and government's proactive fiscal policy despite the latest spike in COVID-19 cases will continue to support the country's economy in 2022.

6.2 COVID-19

South Korea confirmed its first known COVID-19 case on 20 January 2020, and the number of cases gradually increased.

Although the government has tried to steer away from "lockdown", they implemented very tight COVID-19 curbs. Various efforts such as limiting number of diners and making vaccination a mandatory to enter public places, helped flatten the infection curve, and in November 2021, the government announced its "Living With COVID-19" strategy.

Then in December 2021, South Korea returned to strict pandemic regulations when the Omicron variant spread quickly worldwide. Whilst there are a significant number of Omicron cases each day, the variant is placing less pressure on the healthcare system and on 15 February 2022, Korea Disease Control and Prevention Agency announced a gradual return to normalcy. More recently, social distancing measures were eased and officials announced that tourists will no longer need to quarantine starting from 1 April 2022. While the country is still battling a record COVID-19 wave driven by the highly infectious Omicron variant, the country's infection and death rates are still far below those recorded elsewhere, as almost 87% of its 52 million residents are fully vaccinated and 63% have received booster shots.

The COVID-19 pandemic also changed people's living style, consumer patterns as well as working environment. For example, online shopping in South Korea hit a record high in September 2021, led by solid demand for food delivery services and electronics goods amid the resurgence in COVID-19 cases, based on Statistics Korea. Online shopping transactions increased 17% YoY in September 2021.

COVID-19 also changed South Korea's work habits such as increased telecommuting. Large corporations are converting some redundant space into flexible workspaces. We also expect tech demand to continue increasing over the next five years, driving the office market.

6.3 South Korea Real Estate Investment Trends

Overview of Key Cities in Korea

The Seoul office market comprises three core business districts: Central Business District ("CBD"), Gangnam Business District ("GBD") and Yeouido Business District ("YBD"). They have different characteristics, development histories and occupiers.

Figure 75: Major Office Submarkets



CBD: Central Business District

Historic center of Seoul, HQ for MNCs and Korean Conglomerates (Samsung, Hyundai, Microsoft, etc.)

GBD: Gangnam Business District

IT, Tech, Fashion, and Media concentration (Samsung, Google, Facebook, etc.)

YBD: Yeouido Business District

Financial and business services (Major securities, AMCs, IBM, etc.)

Source: Colliers

The CBD, being the historical centre of Seoul, is home to the headquarters of many multinational companies and Korean conglomerates, including Hyundai, Hanhwa, SK, and Microsoft. The GBD is the second-largest business district and the preferred location for information technology ("IT"), technology, media, fashion and pharmaceutical corporates, including Google and Facebook. As a younger business district, the YBD is Seoul's principal finance and investment banking district, accommodating significant securities and asset management companies.

Having served as the nation's central commercial district for more than 600 years, the CBD is Seoul's traditional downtown precinct and Korea's most prominent business district. It has been the preferred home of government offices and foreign embassies, and now hosts the headquarters of most Korean conglomerates and many international companies.

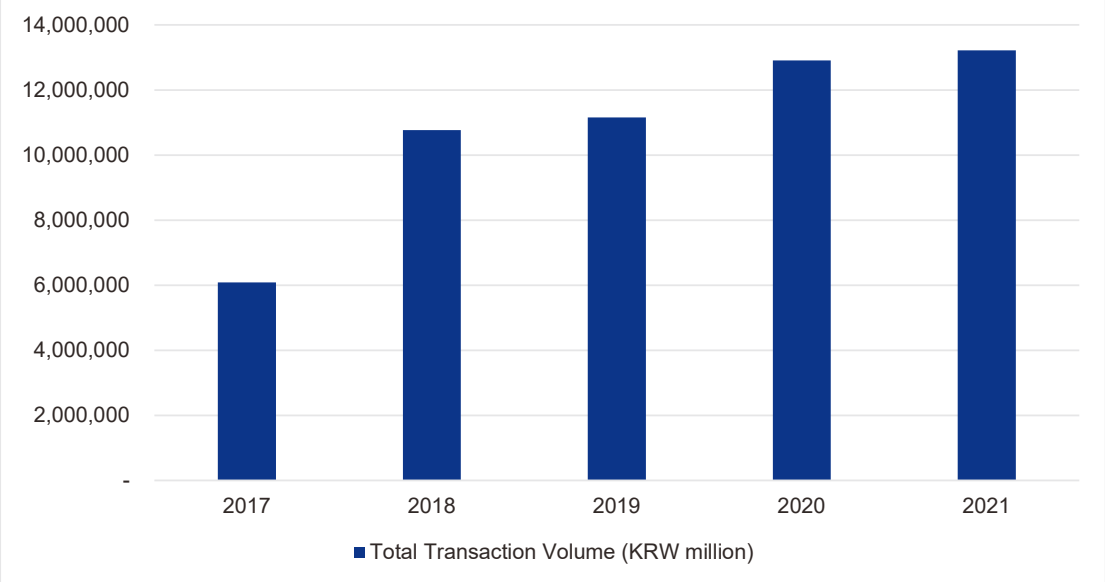
The GBD is the second largest office submarket in Seoul and has been established based on the city master planning only 40 years ago. Road system and infrastructure development well supports the district positioning as the centre of education, business and shopping in South Korea. It is also the most stable office market due to tight supply over the years. The proximity of the GBD to the Apgujeong/Cheongdam area, being a popular shopping and entertainment area is also exciting for younger working professionals.

Home to The National Assembly Building, Yeouido (YBD) had emerged as a key economic and governmental center of Seoul since 1970s and has become the catalyst that established financial, government, and media center in Seoul. Today, Yeouido boasts the highest concentration of financial institutions and excellent infrastructure for business.

Transaction Volume

Seoul's office transaction volume has seen a surge among institutional investors during the COVID-19 pandemic. Recently, the residential tax system in South Korea aimed at cooling the country's residential market has been imposed, diverting some institutional capital towards commercial properties. Due to the border closure, outbound institutional funds for overseas deals have also been shifted their focus to the domestic market.

Figure 76: Real Estate Transaction Volume in South Korea 2017 – 2021 (KRW Million)



Source: RCA

Drivers, Trends and Forecasts

Seoul's investment market remained upbeat in 2021, and office and retail transaction value topped KRW38.4 trillion (US$ 32.0 billion) with the closing of several significant deals. Supported by ample liquidity, low interest rates and limited outbound investment opportunities, transaction values have eclipsed those seen in the previous quarters.

As one of the few developed Asian markets to still include attractive built-in rental escalations in the lease structure, investors seeking yield growth have been particularly active in the market.

The influence of tech occupiers on Korea's leasing market is growing. With rapid growth in their online business and strong financial backing, tech companies are emerging as big players in the office sector, especially in GBD. The major players in the Korean office market are shifting from manufacturing companies to tech companies.

Landlords in the market are showing strong interest in tech tenants as they have great growth potential. The financial industry has the largest share of occupied space in the Grade A office market, accounting for over 30% of the total. However, we see big tech companies, such as Naver and Kakao, and fintech companies expanding quickly and they may soon overtake the traditional finance sector as the biggest office demand driver. Expansion momentum is strong not only among mature tech companies, but also start-up tenants, with a rapidly expanding start-up ecosystem, mainly attracted to the GBD. In the future, we expect tech occupiers to exert growing influence on the office market.

Grade A office space posted positive absorption in Q4 2021, and this is expected to continue due to the strong leasing demand for expansion and re-location from high-growth IT, pharmaceutical and medical sectors, coupled with continued strong demand from domestic flexible workspace operators. Supply, which peaked in 2020, is decreasing, so we expect the market to stabilise and rents to increase as new supply dwindles.

6.4 South Korea Office Market Overview

Existing Supply

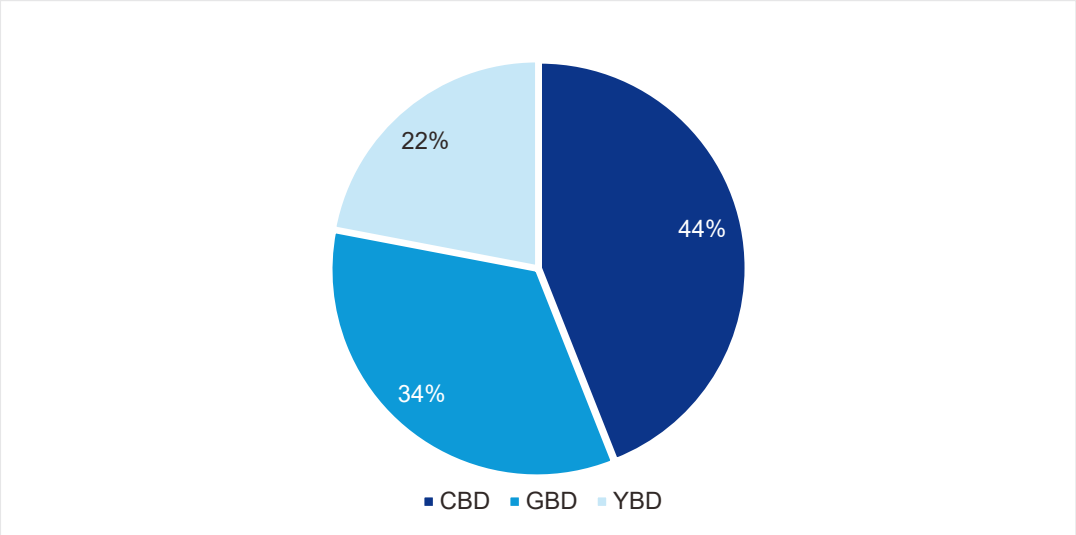
The three major office markets, CBD, the GBD and the YBD, comprise a total office stock of around 2.4 million pyeong (8.0 million sq m) as at the end of 2021. The CBD is in the central downtown area of Seoul and remains the first-choice business district for many key government and multinational companies.

GBD is second largest office district with 34% of market share. GBD houses several hi-tech and media agencies and has a highly robust office market, owing to limited levels of supply, coupled with high demand.

YBD is the smallest of the three major office districts in Korea with 22% of the market share. Figure 77 below shows the relative size of these three sub-markets.

The GBD district is a strong performing submarket, supported by tenant demand from the technology sector and infrastructure development. However, the CBD remains the main office hub in Seoul with 44% of the market share and 56 Grade A buildings.

Figure 77: Distribution of Existing Office Stock in South Korea at end of 2021



Source: Colliers

Future Supply

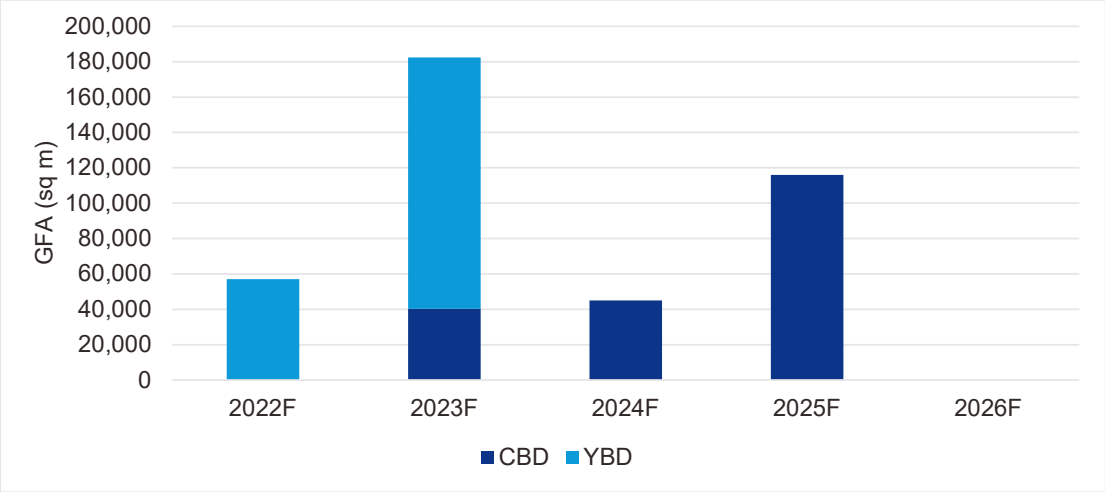
In the next five years, 201,323 sq. m. is expected in the CBD, 199,087 sq. m. in the YBD but none in the GBD.

In the CBD, there is no major new supply scheduled in 2022. In 2023, MeritzFire & Marine Insurance's new headquarters will come on stream near Seoul Station in the CBD providing about 12,200 pyeong (40,278 sq m). Additional CBD supply is expected after 2024.

In the GBD, there is a lack of new office development. There is no new supply planned over the next five years other than the Hyundai Motor headquarters which is currently a under development plan and expected to complete in 2026. At this stage the exact size of this building is unknown, so it is excluded from all figures provided within this report. In view of limited supply and the expansion by tech tenants, we expect the shortage of available supply in the GBD to continue.

In the YBD, the 42-storey Teacher's Pension Building and the MBC Site are the only new supply currently scheduled over the next five years and this is currently due to complete in 2023.

Figure 78: Forecast Office Supply 2022F – 2026F



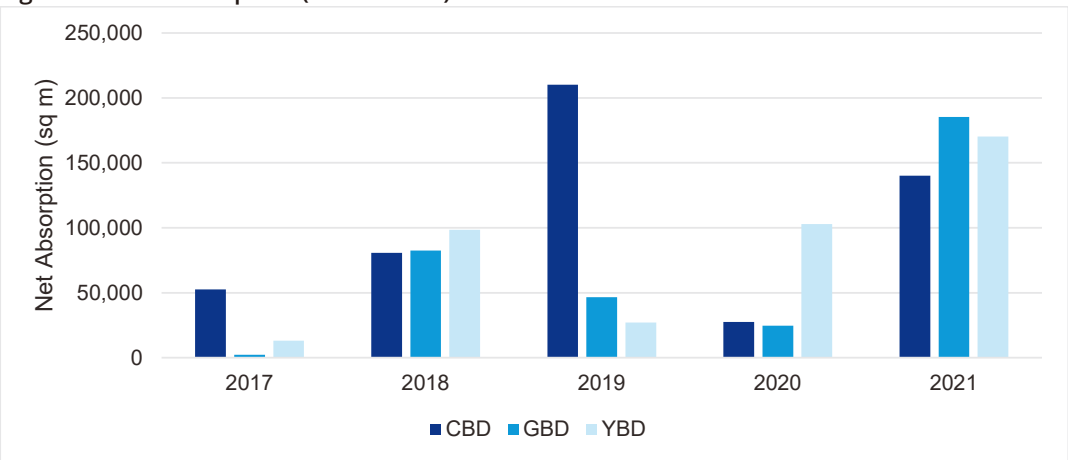
Source: Colliers
(Note: There is currently no new supply forecast in the GBD over the next five years and no new supply is currently forecast in any of the submarkets in 2026)

Net Absorption

Seoul has benefitted from strong occupier demand in 2021 with all three of the sub-markets seeing positive net absorption. Demand in the GDB in particular has been strong with Amazon signing for a significant amount of space at Centerfield and PeopleFund and Naver taking ten floors between them at Asset Gangnam Tower.

Net absorption in the YBD is also at the highest level in the past five years as tech and co-working companies have joined the traditional finance occupiers in taking space within this submarket. Total net absorption in CBD is close to record levels, but still trailing the total in 2019, although this can partly be explained by the high level of new stock in the CBD during 2018 and 2019.

Figure 79: Net Absorption (2017 – 2021)

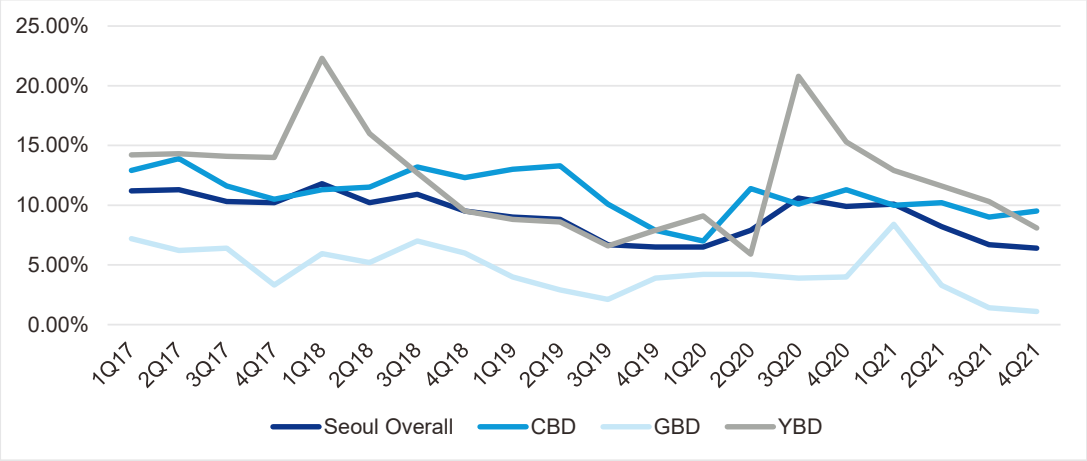


Source: Colliers

Vacancy Rate

Overall Seoul vacancy rate in Q4 2021 was 6.4%, down 250-basis points YoY. The GDB vacancy rate compressed to just 1.1% in Q4 versus 4.0% at the same point in 2020. While the vacancy rate for the CBD fell to 9.5%, compared to 11.3% in Q4 2020. In line with this trend, the vacancy rate in YBD fell to 8.1% in Q4 2021, which represents a 720-basis point compression YoY, the biggest annual change among three main markets.

Figure 80: South Korea Office Average Vacancies (2017 – 2021)



Source: Colliers

CBD Grade A office vacancy rate rose as of end Q4 2021. Despite the completion of new buildings, their spaces were taken up by tenants mainly in the tech sector as well as the expansion of domestic flexible working space operators.

The vacancy rate of Grade A offices in the GBD reached its lowest record in 2021 since 2017. In the GBD area, as there were not many available options for tenants looking for Grade A office space, new buildings including Centerfield were leased out. Given limited supply in the next three years, GBD's vacancy is expected to stay low.

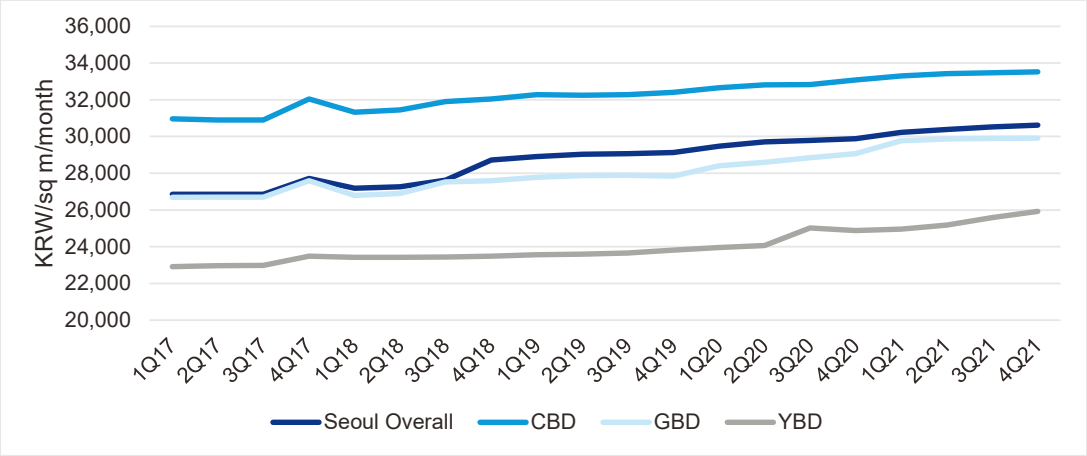
In the YBD, Grade A office vacancy rate continued to decrease as of end Q4 2021. In particular, there is increased demand from certain fintech companies which prefer proximity to the financial sector. For the first time, we have seen the expansion of tech tenants and increasing demand from domestic co-working companies in the GBD extending into the traditionally financial sector focused YBD area. This increasing demand has helped the vacancy rate in in the YBD area recover from around 15.3% in Q4 2020 to around 8.1% in Q4 2021. With low levels of new supply forecast, the vacancy rate should continue to recover in 2022.

Rents

Most developed office markets saw rents fall in 2020 and 2021 as a result of the impact of COVID-19, but the Seoul office market has shown itself to be remarkably resilient, with rents across all the submarkets increasing during this time.

Rents in all three major markets increased throughout 2021, with Seoul overall rents closing Q4 with 2.5% increase YoY to stand at KRW 30,620/sq m/month. Despite the highest level of vacancy, the best performing district was the YBD where rents have increase by 4.2% YoY. Rental performance in YBD was primarily driven by tech and co-working occupiers expanding into the submarket, attracted by the high-quality modern stock.

Figure 81: Seoul Grade A Office Face Rents (2017 – 2021)



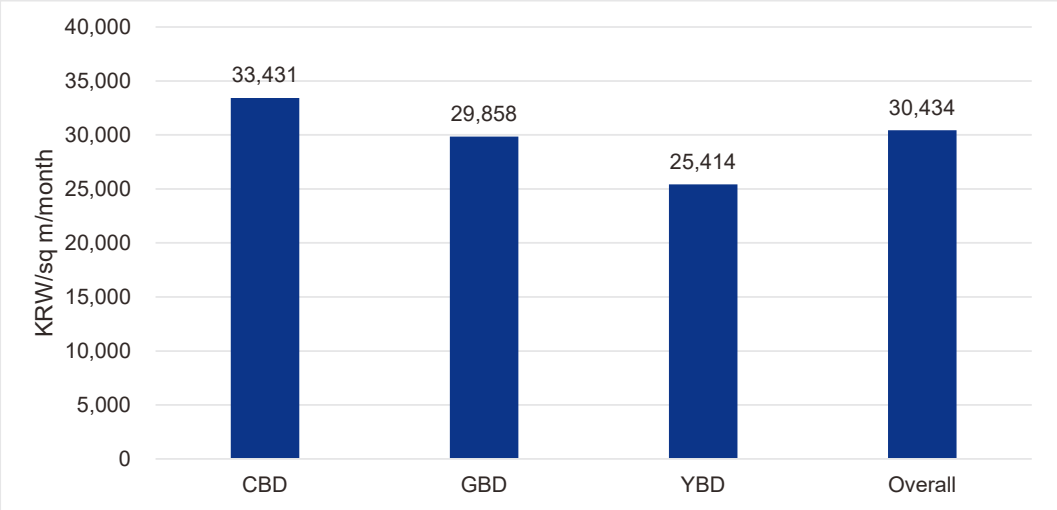
Source: Colliers
Note: Rents are face rents excluding management charges

While the financial industry has the largest share of occupied space in the Grade A office market, accounting for over 30% of the total, big tech companies, such as Naver and Kakao as well as fintech companies have been expanding quickly. These tech companies may soon overtake the traditional finance sector as the biggest office demand driver overall. Expansion momentum was also strong among start-up tenants, with a rapidly expanding start-up ecosystem, mainly focused around the GBD. With rapid growth in their online business and strong financial backing, tech companies are emerging as big players with increasing importance in the office sector, especially in the GBD.

Grade A office supply, which peaked in 2020, is decreasing, so we expect the market to stabilise and rents to increase. Given that no supply has been scheduled in GBD, office rent will continue to perform strongly and this will benefit The Pinnacle Gangnam Building, a Grade A office located in the GBD.

Generally, face rents in the CBD are highest as this is the traditional core business district of Seoul and has the highest number of premium office buildings. The CBD also has a limited amount of supply, which along with the GBD district, mean that office rents are generally higher than in the YBD where several significant new completions have taken place recently such as IFC and ParcOne, causing the vacancy level to be much higher than the other markets.

Figure 82: Average Grade A Office Face Rent by Sub-market at end 2021



Source: Colliers
Note: This chart shows aggregate figures for the CBD, GBD and YBD. Rents are face rents excluding management charges

Going forward, the GBD is expected to face the strongest rental growth among the three districts due to limited supply and continued demand from the growing tech sector.

Key Drivers and Developments

The COVID-19 pandemic significantly impacted the Seoul office market, bringing relevant changes that will likely stay. With the government's social distancing policy in place and with the transmission of COVID-19 frequently occurring among groups of people in enclosed spaces, companies are promoting smart work environments such as 1) utilising home offices 2) keeping social distance in the office and 3) focusing more on workplace hygiene.

Coworking centres and Activity-Based Working (ABW) environments have been the subject of scrutiny because of their typical features of unassigned seating, relatively high density, and close interaction between users. On the other hand, South Korea's experiment with remote working has proved to be gaining popularity. Many Korean companies are encouraged to continue with their new work environment, hybrid with a physical office and home office, which could continue to expand to a larger scale in the future.

Companies are prepared to invest in and manage this transformation, as well as augment hygiene and safety measures in response to the pandemic in order to secure benefits from a more productive, inspired, and loyal workforce. While these trends may lead to a decline in office footprint requirements in the long term, demand for a bigger space for social distancing and a better working environment will offset the decline. Companies will need more office spaces per employee to comply with social distancing guidelines in the medium to long term.

Office Transactions

The South Korea office market saw the completion of several transactions involving prime properties in 2021. These included SK Seorin Building, Twin Tree Tower, FastFive Tower and H Square Building.

We expect the GBD to continue to attract investor attention in the coming quarters. Competition for office assets will continue despite concerns about an economic slowdown with rising interest rates.

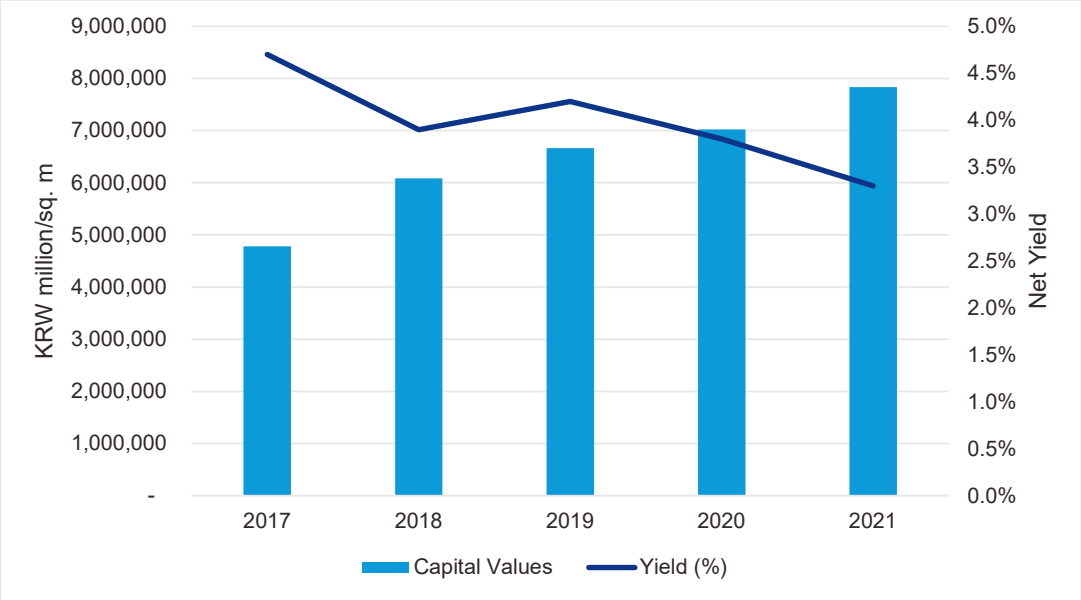
Table 10: Notable Office Property Transactions in 2021 (Above US$50 million)

Property	Sub-Market	Area (py)	Transaction Price (KRW billion)	Date	Price per py (KRW million)	Price per sq m (KRW million)	Buyer	Seller
Yeouido Finance Tower	YBD	12,809	300	1H 2021	23	7.08	KB AMC	Keppel Inv
Doosan E&C HQ	GBD	9,650	236	1H 2021	24	7.40	IGIS AMC	Hana Alternative AMC
Dongkyung Richwell Tower	GBD	5,500	200	1H 2021	36	11.00	SPMC	Dongkung Co.
Pine Avenue Tower B	CBD	19,428	620	1H 2021	32	9.65	Samsung SRA MC	KORAMCO REITs
Q2 Tower (HP Bldg)	YBD	13,570	336	1H 2021	25	7.49	Samsung SRA MC	IGIS AMC
31 Bldg	CBD	10,649	442	1H 2021	38	12.56	NH Amundi AMC	IGIS AMC
The Pinnacle Yeoksam BLDG	GBD	4,373	176	1H 2021	40	12.17	IGIS AMC c/o Mapletree	Pebblestone AMC
SK Seorin Bldg	CBD	25,356	1,003	2H 2021	39	11.97	SK REITs	Hana AMC
Twin Tree Tower	CBD	16,875	427	2H 2021	25	7.65	AEW Capital	IGIS AMC
Wise Tower	CBD	12,802	333	2H 2021	26	7.87	Shinhan REITs Management	KB Real Estate Trust
Fast Five Tower	CBD	4,580	106	2H 2021	23	7.00	K-REITs Investment	Pebblestone AMC

Capital Values and Yields

In 2021, Seoul's office capital market witnessed a 11.6% YoY growth in capital value, exceeding KRW 7.8 million per sq m. The yield also compressed to 3.3% at the end of the year, representing a 50-basis point compression over 2021. Capital values in Seoul office market are forecast to continue to grow further between 2022 and 2025, as global investors remain keen in the market. Buildings with high occupancy will be the most popular options and can be traded with a premium.

Figure 83: South Korea Office Capital Values and Yields (2017 – 2021)



Source: Colliers
Note: Net Yields are based on Net Operating Income after deducting all operational costs and incentives.

Outlook

South Korea's Grade A office market has shown strong growth in 2021 despite the uncertainty caused by COVID-19 and benefits from attractive market dynamics, including built-in rental escalations. Vacancy rates decreased in all major districts, including the strong performing submarket of GBD, supported by high-growth tech companies that are still performing well despite COVID-19. These tech tenants were mainly attracted to the GBD, but some also took to the CBD and YBD. Overall, after 2023, the vacancy rate is expected to come down from approximately 5.5%.

Effective rents are expected to continue to increase due to the attractive market dynamics and built-in rental escalations, which are common among the leases in the office districts. GBD, supported by the expanding technology sector, is expected to enjoy higher growth due to limited supply. We expect office vacancy rates in Seoul's three major submarkets to continue stabilizing due to decreased supply in the next five years.

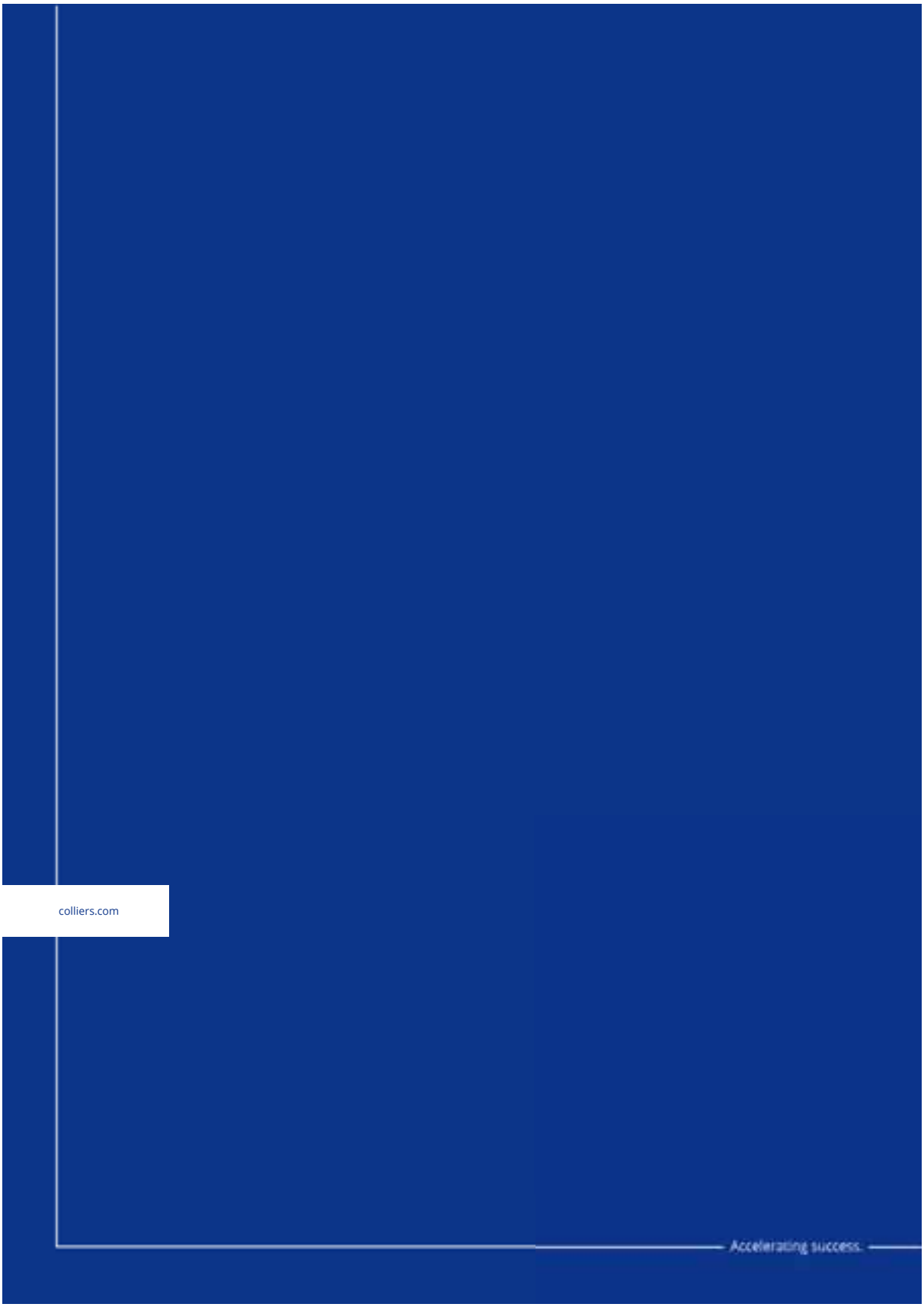
Especially in the GBD, given the lack of any new supply and strong levels of demand from technology companies, the office rent will continue to outperform other submarkets and this will benefit The Pinnacle Gangnam Building, a Grade A office located in the GBD.

Due to changes in work habits such as increased telecommuting, large corporations are converting some redundant space within their buildings into flexible workspaces. We also expect tech demand to continue increasing over the next five years. Due to the increasing demand and tepid supply, we expect the market will shift to a landlords' market from the end of 2022.

Limitations of Report

This report is based upon Colliers' ("The Consultant") analysis, opinions and conclusions regarding market movement and trends. In making the assessment, the Consultant has relied to a considerable extent on the statistics and data that is available from third parties. The Consultant has not undertaken any independent verification of this data or information and is unable to warrant the veracity or accuracy of the information. The outlook, forecasts and opinions provided by the Consultant are based on events that have not yet happened and should therefore be regarded as a best guess projection, rather than a statement of fact. Market evidence is, by its very nature, subject to a time lag and an element of projection is necessary in providing any outlook. Any market projections incorporated within this report are projections only and must be viewed as such, rather than as certainty.

The Consultant is unable to provide any warranty or assurance that any of the forecasts provided within the report will happen and the reader should not place any reliance upon the information provided. This report is based on what is known at the date of writing. Any unforeseen future events or changes in any of the variables considered could significantly affect the outlook and the reader should be aware of this possibility. All references to measurements are approximate only and the Consultant has not independently verified any measurements referred to in the report. Colliers International (Hong Kong) Limited can accept no liability to any third party who relies upon this information.


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APPENDIX N – INFORMATION ON MNACT PROPERTIES AND MCT PROPERTIES

Part 1 Information on the MNACT Properties[1][2]

	Festival Walk, Hong Kong SAR	Gateway Plaza, Beijing, China	Sandhill Plaza, Shanghai, China	The Pinnacle Gangnam[3], Seoul, South Korea
Asset type	Mall and office	Office	Business park	Office
Address	No. 80 Tat Chee Avenue, Kowloon Tong	No. 18 Xiaguangli, East 3rd Ring Road North, Chaoyang District	Blocks 1 to 5 and 7 to 9, No. 2290 Zuchongzhi Road, Pudong New District	343, Hakdong-ro, Gangnam-gu
Year of acquisition	2013 (IPO)	2013 (IPO)	2015	2020
Title	Leasehold up to 30 June 2047	Leasehold up to 25 February 2053	Leasehold up to 3 February 2060	Freehold
NLA (sq ft)	801,485	1,145,886	681,184	265,335[3]
Gross revenue for FY21/22 (S$m)	204.4	82.5	27.5	11.8[4]
Valuation as at 31 March 2022 (S$m)	4,455	1,360	520	271[4]
Committed occupancy as at 31 March 2022	99.6%	94.3%	98.6%	97.3%
Carpark lots	830	692	460	181
Major tenants	• TaSTe • Arup • Festival Grand Cinema	• BMW • Bank of China • CFLD	• Spreadtrum • Hanwuji • ADI	• FADU Inc • KT Corporation • HUVIS Corporation

APPENDIX N – INFORMATION ON MNACT PROPERTIES AND MCT PROPERTIES

	IXINAL Monzen-nakacho Building, Tokyo	Higashi-nihonbashi 1-chome Building, Tokyo	TS Ikebukuro Building, Tokyo	ABAS Shin-Yokohama Building, Yokohama
Asset type	Office	Office	Office	Office
Address	5-4, Fukuzumi 2-chome, Koto-ku	4-6, Higashi-Nihonbashi 1-chome, Chuo-ku	63-4, Higashi-Ikebukuro 2-chome, Toshima-ku	6-1, Shin-Yokohama 2-chome, Kohoku-ku, Yokohama City
Year of acquisition	2018	2018	2018	2018
Title	Freehold	Freehold	Freehold	Freehold
NLA (sq ft)	73,753	27,996	43,073	34,121
Gross revenue for FY21/22 (S$m)	5.6	1.6	3.4	2.2
Valuation as at 31 March 2022 (S$m)	100	30	65	35
Committed occupancy as at 31 March 2022	100.0%	100.0%	100.0%	100.0%
Carpark lots	28	8	15	24
Major tenants	• DSV • DTS • Kadokawa	• Tender Loving Care Services (nursery) • Advance • 10X	• Persol	• Lawson • Rentas • AIRI

	SII Makuhari Building, Chiba	Fujitsu Makuhari Building, Chiba	mBAY POINT Makuhari, Chiba	Omori Prime Building, Tokyo	Hewlett-Packard Japan Headquarters Building, Tokyo
Asset type	Office	Office	Office	Office	Office
Address	8, Nakase 1-chome, Mihama-ku, Chiba-shi	9-3, Nakase 1-chome, Mihama-ku, Chiba-shi	6, Nakase 1-chome, Mihama-ku, Chiba-shi	21-12, Minami-oi 6-chome, Shinagawa-ku	2-1, Ojima 2-chome Koto-ku
Year of acquisition	2018	2018	2020	2020	2021
Title	Freehold	Freehold	Freehold	Freehold	Freehold
NLA (sq ft)	761,476	657,543	912,487	73,168	457,422
Gross revenue for FY21/22 (S$m)	21.8	13.9	42.3	5.0	16.4[5]
Valuation as at 31 March 2022 (S$m)	237	225	410	89	471
Committed occupancy as at 31 March 2022	100.0%	100.0%	92.2%	100.0%	100.0%
Carpark lots	298	251	680	37	88
Major tenants	• Seiko Instruments Inc.	• Fujitsu	• NTT Urban Development • Dai Nippon Printing • AEON Credit Service	• Eighting Co., Ltd • Brillnics • Otsuka Corporation	• Hewlett-Packard Japan, Ltd

Notes:

(1) All information stated on 100.0% basis, unless otherwise stated.

(2) Based on the MNACT FY21/22 Unaudited Financial Statements.

(3) MNACT's effective interest in TPG is 50.0%. NLA refers to 100.0% of TPG's NLA.

(4) Based on MNACT's 50.0% effective interest in TPG.

(5) Gross Revenue for the period of 18 June 2021 to 31 March 2022, as HPB was acquired on 18 June 2021.

Part 2 Information on the MCT Properties[(1)(2)]

	VivoCity	Mapletree Business City (comprising MBC I and MBC II)
Asset type	Retail	Business Park, Office and Ancillary Retail
Address	1 HarbourFront Walk	MBC I: 10, 20, 30 Pasir Panjang Road MBC II: Part 20, 40, 50, 60, 70 and 80 Pasir Panjang Road
Year of acquisition	2011 (IPO)	MBC I: 2016 MBC II: 2019
Title	Leasehold 99 years from 1 October 1997	MBC I: Strata lease from 25 August 2016 to 29 September 2096 MBC II: Leasehold 99 years from 1 October 1997
NLA (sq ft)	1,077,382	MBC I: 1,707,426 MBC II: 1,184,704
Gross revenue for FY21/22 (S$m)	183.9	215.9
Valuation as at 31 March 2022 (S$m)	3,182	MBC I: 2,249 MBC II: 1,551
Committed occupancy as at 31 March 2022	99.2%	97.3%
Carpark lots	2,183	2,001 (combining MBC I and MBC II)
Major tenants	• Fairprice • Tangs • Zara • Golden Village • Best Denki	• Google Asia Pacific Pte Ltd. • The Hongkong and Shanghai Banking Corporation Limited • Info-Communications Media Development Authority

	mTower	Mapletree Anson	Bank of America Merill Lynch HarbourFront
Asset type	Office and Retail	Office	Office
Address	460 Alexandra Road	60 Anson Road	2 HarbourFront Place
Year of acquisition	2011 (IPO)	2013	2011 (IPO)
Title	Leasehold 99 years from 1 October 1997	Leasehold 99 years from 22 October 2007	Leasehold 99 years from 1 October 1997
NLA (sq ft)	526,066	329,237	215,734
Gross revenue for FY21/22 (S$m)	45.6	34.0	20.1
Valuation as at 31 March 2022 (S$m)	747	752	340
Committed occupancy as at 31 March 2022	88.0%	100.0%	100.0%
Carpark lots	749	80	94
Major tenants	Office: • Mapletree Investments Pte Ltd • Casino Regulatory Authority • MPA Singapore Retail: • Fairprice • McDonald's • Ichiban Sushi • Canton Paradise	• WeWork Singapore Pte. Ltd. • Goldman Sachs Services (Singapore) Pte. Ltd. • Hubspot Asia Pte. Ltd.	• Merrill Lynch Global Services Pte. Ltd.

Notes:

(1) All information stated on 100.0% basis, unless otherwise stated.

(2) Based on the MCT FY21/22 Unaudited Financial Statements.

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APPENDIX O – RESPONSES TO FREQUENTLY ASKED QUESTIONS



(Constituted in the Republic of Singapore pursuant to a Trust Deed dated 14 February 2013 (as amended))

ANNOUNCEMENT

RESPONSES TO FREQUENTLY ASKED QUESTIONS

23 February 2022 – Mapletree North Asia Commercial Trust Management Ltd., as manager of Mapletree North Asia Commercial Trust ("**MNACT**" and the manager of MNACT, the "**MNACT Manager**"), refers to the joint announcements dated 31 December 2021 and 28 January 2022 (the "**Joint Announcements**") issued by Mapletree Commercial Trust Management Ltd., as manager of Mapletree Commercial Trust ("**MCT**"), and the MNACT Manager, in relation to the proposed merger (the "**Merger**") of MCT and MNACT, to be effected through the acquisition by MCT of all the issued and paid-up units of MNACT (the "**MNACT Units**") by way of a trust scheme of arrangement in accordance with the Singapore Code on Take-overs and Mergers.

Unless otherwise defined, all capitalised terms used and not defined herein shall have the same meanings given to them in the Joint Announcements.

The MNACT Manager notes feedback from Securities Investors Association (Singapore) ("**SIAS**") and MNACT Unitholders and has prepared responses to the key questions below. Questions received from SIAS are demarcated accordingly.

1	**SIAS: Can the MNACT Manager elaborate further on the decision making and negotiation process with MCT and how independent was the process before the Merger was proposed to independent MNACT Unitholders for a vote? Were good corporate governance protocols adhered to? What was Mapletree Investments Pte Ltd ("MIPL", or the "Sponsor")'s role during the negotiations and what were the safeguards put in place given that the two REITs have a common Sponsor?**
	• The Merger was proposed by the MCT Manager to the MNACT Manager. • The management of the MNACT Manager presented the proposed Merger to the MNACT Board.

	• Due process was followed and corporate governance protocols were adhered to when evaluating the Merger proposal from the MCT Manager. The proposed Merger was extensively evaluated, with professional advisers appointed to advise the MNACT Manager (including the management and the MNACT Independent Directors), and rigorously negotiated between the MNACT Manager and the MCT Manager. This was supported by the latest independent valuations[1] of MNACT's and MCT's underlying properties. Audit opinions[2] on the carrying value of MNACT's and MCT's underlying properties, as reflected in the statements of investment properties and presented in accordance with the relevant accounting policies, will also be obtained from independent accounting firms. These reports and opinions are objective and independent assessments of MNACT's and MCT's overall intrinsic values. • The directors of the MNACT Manager, who are considered independent for the purposes of the Trust Scheme (the "**MNACT Independent Directors**"), acted in accordance with their fiduciary duties, and after extensive evaluation and cogent commercial considerations, decided that the Merger should be decided by independent MNACT Unitholders ("**MNACT Independent Unitholders"**) through their votes at a Trust Scheme Meeting. Subsequently, the Joint Announcement on the proposed Merger was released on 31 December 2021. • The non-Independent MNACT Directors were not involved in the decision making process and recused themselves from the decision on whether to proceed with the proposed Merger. • The recommendation of the MNACT Independent Directors for the Trust Scheme, which takes into account relevant factors and market conditions, will be set out in the Scheme Document, expected to be issued by end March 2022 based on the indicative timetable announced earlier. The Scheme Document will also contain the relevant information on the proposed Merger, including the advice of the MNACT IFA, so that MNACT Unitholders may make an informed decision. • Non-Independent MNACT Directors <u>will not</u> be making any recommendations to MNACT Independent Unitholders as to whether to vote in favour of the Trust Scheme. • The outcome of the proposed Merger will be decided by MNACT Independent Unitholders, who will be given the opportunity to vote on the proposed Merger at the upcoming Trust Scheme Meeting. The MCT Manager and parties acting in concert with it, common substantial unitholders of MCT and MNACT, the Sponsor and the MNACT Manager will abstain from voting on the Trust Scheme. • The Sponsor holds 32.59% and 38.14% stake in MCT and MNACT, respectively (as at 29 December 2021)[3]. To show its commitment and support to the proposed Merger, the Sponsor has elected to receive the Scrip-Only Consideration and has waived the acquisition fee through the MCT Manager. It is also intended that the management fee structure of the Merged Entity will be pegged to distributable income and DPU growth.
2	**SIAS: Is the MNACT Manager actively seeking competing bids or has it signalled to the market that it is prepared to consider superior offers? For the avoidance of doubt, can the MNACT Manager confirm that it has not entered into any non-solicitation and/or no-shop provisions?**

[1] MCT's valuation was as of 30 September 2021 and MNACT's valuation was as of 31 October 2021.
[2] Please refer to Paragraph 12.3 of the Joint Announcement dated 31 December 2021.
[3] Please refer to Paragraph 1.2 of the Joint Announcement dated 31 December 2021.

	SIAS: Did the MNACT Manager consider other alternatives, such as sale of key assets coupled with a faster pace of capital recycling, to crystallise value for MNACT Unitholders?
	• The proposed Merger is not a sale of MNACT's portfolio. This is a strategic merger, with significant long-term benefits including size, scale and resilience, and enables MNACT Unitholders to stay invested in a larger, more diversified REIT with growth potential. • As stated in Paragraph 8.8 of the Joint Announcement dated 31 December 2021, the MNACT Manager will not seek or solicit competing bids for the duration of the Implementation Agreement. The exclusivity to MCT would allow for the Trust Scheme to be brought to MNACT Unitholders for a vote. The granting of exclusivity is common in precedent trust scheme transactions in Singapore. • However, the MNACT Manager will consider any third party offer for the REIT or assets which it receives, in accordance with its obligations under existing legal and contractual terms, as stated in Paragraph 8.8 of the Joint Announcement dated 31 December 2021. This includes reviewing and evaluating the proposal, making the requisite announcements, and recommendations to the MNACT Unitholders as may be required under applicable laws and regulations. There is also no break fee payable to MCT in the event a competing bid is successful. • The proposed Merger is the only offer that has been received for the entire portfolio to date and the transaction terms have been extensively negotiated. • As a responsible REIT manager, the MNACT Manager constantly seeks and evaluates potential opportunities to improve long-term returns to MNACT Unitholders, including appropriate acquisitions, capital recycling and other portfolio reconstitution and optimisation initiatives to enhance the value of the portfolio.
3	**How was the Scheme Consideration / exchange ratio determined?**
	• The Scheme Consideration and exchange ratio were considered and negotiated extensively between the managers of both REITs on an arm's length basis. • Factors taken into account include (among others): - the resulting potential benefits to be derived from the Merger of MCT and MNACT; - prevailing and historical relative market prices (including pre-COVID), distribution yields, and price to NAV per unit of MCT and MNACT; - relevant precedent trust scheme mergers in Singapore; - latest available ex-distribution NAV of each MCT Unit and each MNACT Unit; - resulting pro forma consolidated financial effects of the Merger; - amount of Permitted Distributions[4,5] to be made by the MCT and MNACT Managers; and - market values of the respective property portfolios of MCT and MNACT.

[4] MCT Unitholders shall be entitled to receive and retain any permitted distributions declared by the MCT Manager in the ordinary course of business in respect of the period from 1 October 2021 up to the day immediately before the Effective Date.

[5] MNACT Unitholders shall be entitled to receive and retain any permitted distributions declared by the MNACT Manager in the ordinary course of business in respect of the period from 1 April 2021 up to the day immediately before the Effective Date.

	• Consideration per MNACT Unit[6] is in line with MNACT's NAV per MNACT Unit, and implies a 1.0x Price to NAV[7] ("**P/NAV**") for MNACT. In determining the fair market value of the assets, the independent valuers have considered the potential recovery of the Greater China markets. • In relation to the prevailing and historical relative market prices, the Scheme Consideration was determined based on a premium to historical exchange ratios over a 3-year period, which takes into account the pre-COVID and pre-Hong Kong SAR social incidents periods (Please refer to Tables 1 and 2 in the Appendix for more information). • In relation to the P/NAV, the P/NAV implied by the Scheme Consideration is also above the mean and median P/NAV of comparable S-REITs with Greater China focus, comparable Hong Kong SAR REITs and comparable Japan REITs (Please refer to Table 3 in the Appendix for more information). • In addition, the Cash Consideration of 16.0%[8], at S$0.1912 per unit is the highest among precedent S-REIT mergers[9]. The current Cash Consideration will also allow MPACT to maintain a healthy level of debt headroom (pro forma gearing ratio of 39.2%[10] as at 30 September 2021). • Pursuant to the Listing Manual and the Code, Deloitte and Touche Corporate Finance Pte Ltd, has been appointed as the independent financial adviser ("**MNACT IFA**") to advise the MNACT Independent Directors in relation to the Merger. The advice of the MNACT IFA will be included in the Scheme Document, which will be despatched to MNACT Unitholders in due course. The MNACT Manager encourages all MNACT Unitholders to read the MNACT IFA Letter contained within the Scheme Document.
4	**SIAS: It is not apparent that there are any operational synergies in the proposed Merger with MCT. Can the MNACT Manager share more on why this Merger is necessary other than having access to Singapore market? Has the MNACT Manager carefully considered whether this Merger is in line with MNACT Unitholders' expectations and/or needs?**
	• The rationale and terms of the proposed Merger have been carefully considered, and the MNACT Manager believes that the proposed Merger is beneficial to MNACT Unitholders, from strategic, financial and operational perspectives. • We believe that the transformative proposed Merger will create a flagship commercial REIT that combines the best of both REITs – the strength and stability of MCT and the growth potential of MNACT. MCT, as one of the largest Singapore-focused commercial REIT, has a longstanding track record in delivering stable returns. MNACT, as the first and only North Asia focused REIT listed in Singapore, has a proven record of successful and diversified acquisitions across different markets in China, Japan and South Korea.

[6] Consideration per MNACT Unit of S$1.1949 is computed by multiplying the illustrative value of one new MCT Unit at the issue price of S$2.0039, which is determined by reference to the 1-day Volume-weighted Average Price ("**VWAP**") of MCT Units on 27 December 2021, by 0.5963x.

[7] Based on MNACT's NAV per unit as of 30 September 2021 and applying the following adjustments: (i) excludes MNACT's reported 1H FY21/22 DPU of 3.426 Singapore cents paid on 24 December 2021 and (ii) assumes valuation of MNACT's Investment Properties and Joint Venture held as of 30 September 2021 is based on valuation as of 31 October 2021 as announced on 31 December 2021.

[8] MIPL, as Sponsor of MCT and MNACT, has provided an undertaking to elect to receive Scrip-Only Consideration in respect of all its MNACT Units. As such, the Cash Consideration for the Merger will be 16.0%.

[9] Precedent S-REIT mergers in the five-year period preceding 27 December 2021, including (1) ESR-REIT and ARA LOGOS Logistics Trust (2) ESR-REIT and Sabana REIT (3) CapitaLand Mall Trust and CapitaLand Commercial Trust (4) Frasers Logistics and Industrial Trust and Frasers Commercial Trust (5) Ascott Residence Trust and Ascendas Hospitality Trust (6) OUE Commercial REIT and OUE Hospitality Trust (7) ESR-REIT and Viva Industrial Trust.

[10] As at 30 September 2021, on a pro forma basis, assuming all MNACT Unitholders except for MIPL elect to receive the Cash-and-Scrip Consideration. For more information, please refer to Paragraph 7.3 "Pro Forma Aggregate Leverage" of the Joint Announcement dated 31 December 2021.

	• Operational synergies can be realised through the implementation of best practices across the enlarged platform and the integration and cross-pollination of the MCT and MNACT teams across core functions and geographies. In addition, with access to both tenants of MCT and MNACT, the Merged Entity will have the ability to provide choice locations for tenants across Singapore and other parts of North Asia. • The Merged Entity will be more diversified across geographies with reduced tenant concentration. In addition, the Merged Entity will have a significantly reduced single asset concentration risk, with the exposure to any single asset being no more than 26.0%[11] by assets under management. • As compared to MNACT on a standalone basis, MPACT will have a larger debt funding capacity of approximately S$3.8 billion[12] (based on an aggregate leverage limit of 50%[13] as permitted by the Property Funds Appendix) to act more swiftly to capture investment opportunities as and when they present themselves. • MPACT will also have greater flexibility to pursue larger acquisitions and undertake capital recycling initiatives, strengthening its overall ability to compete for inorganic growth opportunities. • The enlarged free float and greater index representation are expected to improve trading liquidity and further widen and deepen the Merged Entity's institutional investor base, which would ultimately be beneficial to the Merged Entity's unitholders. • The Merged Entity will be an even stronger platform, where it can drive growth and deliver long-term sustainable value to all unitholders.
5	**The issue price of MCT Units is S$2.0039, being the 1-day VWAP of MCT Units on 27 December 2021. Since then, the unit price of MCT has decreased to S$1.85 as of 22 February 2022. This is a significant reduction for MNACT Unitholders.** **Will the MCT Manager consider improving the proposed terms? Will MNACT Unitholders lose out if the market price of MCT Units is lower than S$2.0039 as at the Effective Date or the Scheme Settlement Date?**
	• In consideration of the unit prices up till the date of the Implementation Agreement, the MCT Manager and the MNACT Manager had commercially negotiated the Scheme Consideration extensively and have determined the issue price of S$2.0039 based on the 1-day VWAP of MCT Units on 27 December 2021 (last trading day prior to the date of the Implementation Agreement) and pegged to the 1.0x P/NAV[14] of MNACT. The table below shows MCT's various VWAPs on 27 December 2021 over various time periods.

Reference period (27 December 2021)	VWAP (S$)
Last traded day	2.0039
1 month	2.0356
3 months	2.0917
6 months	2.1034
1 year	2.1002
3 years	2.0663

[11] Based on Festival Walk's independent valuation as of 31 October 2021, as a percentage of Assets Under Management ("**AUM**") of the Merged Entity. AUM is based on MCT's valuation as of 30 September 2021 and MNACT's valuation as of 31 October 2021. Please also refer to paragraph 4.2.1 of the Joint Announcement dated 31 December 2021.
[12] Please refer to paragraph 4.4.1 of the Joint Announcement dated 31 December 2021.
[13] Please refer to Paragraph 9.2(a) of the Property Funds Appendix.
[14] Please refer to footnote 7.

	• Ultimately, the 1-day VWAP was agreed as MCT's Issue Price as this was considered to be the most relevant in representing the prevailing market conditions and MCT's fair market value. The exchange ratio of the Scheme is also at a premium to historical exchange ratios (Please refer to Question 3). • Since 3 January 2022 (first trading day after the Joint Announcement dated 31 December 2021), MCT and MNACT unit prices have largely traded in line with the overall market conditions and sentiments. MNACT Unitholders should consider the strategic rationale and long-term benefits of the proposed Merger, which are further detailed in Question 4. • Due process was followed when evaluating the Merger proposal, as detailed in Question 1. • The MNACT Manager also encourages all MNACT Unitholders to read the MNACT IFA letter, which will be contained in the Scheme Document, expected to be issued by end March 2022 based on the indicative timetable announced earlier.
6	**Why is MNACT proposing the Merger now? Is MCT undervaluing the potential recovery of assets in China, Hong Kong SAR and from COVID-19?** **SIAS: Would MNACT and MNACT Unitholders be better served if the MNACT Manager forges ahead with its strategy of repositioning of MNACT and only consider a merger at an offer price above its NAV?**
	• The MNACT Manager, after extensively evaluating and rigorously negotiating the Merger proposal with the MCT Manager, endorses the Merger as MNACT will be able to tap on the next stage of growth almost immediately. Although the timing of recovery is uncertain, the Merged Entity will immediately be better positioned to capitalise on the COVID-19 recovery via a larger, more diversified platform with greater financial capability. • The Scheme Consideration takes into consideration the potential recovery of the Greater China markets, as well as other factors as set out in Question 3. • Additionally, MNACT's unit price has been trading at a P/NAV of 0.8x over the last 3 years as of 27 December 2021, reflecting its predominant Greater China exposure and similar to its Greater China focused S-REIT[15] and Hong Kong SAR REIT peers[16] which are trading below NAV. In addition, from IPO to the date of the Joint Announcement dated 31 December 2021, while MNACT's NAV per unit and DPU have increased by a CAGR of 3.2% (IPO to September 2021[17]) and 1.9% (FY13/14 to 1H FY21/22 (annualised)), respectively, the average P/NAV over the same time period is approximately 0.9x. Based on the Scheme Consideration as at the date of the Joint Announcement dated 31 December 2021, the consideration per MNACT Unit implies a 1.0x P/NAV[18].
7	**SIAS: Is the proposed Merger a way to leverage the resilient MCT's portfolio at a time when Festival Walk and Gateway Plaza are underperforming? What are the plans and asset enhancement potential for these two assets? Regardless of the outcome of the proposed Merger, are these two assets considered core to the REIT?**
	• In line with the MNACT Manager's strategy to diversify MNACT's income stream, the proposed Merger will allow MNACT Unitholders to participate in the Singapore market, another developed market in Asia, through the Merged Entity.

[15] Please refer to footnote 28.
[16] Please refer to footnote 29.
[17] Please refer to footnote 7.
[18] Please refer to footnote 7.

	• There are synergistic and transformative benefits to be achieved with the proposed Merger with MCT. As explained in the answer to Question 4, the Merged Entity will form a stronger platform to leverage on the continued growth opportunities. These growth opportunities are expected to be sourced in markets where offices will continue to play an integral role, and opportunities continue to exist in Asia's retail markets where well-positioned shopping malls remain relevant[19]. • Festival Walk is a highly regarded property in the Hong Kong SAR market which is popular among local consumers, particularly within the residential catchment around the property. The mall offers direct access to the Kowloon Tong mass transit railway ("**MTR**") station, which is located at the intersection of MTR's local underground line (Kwun Tong) and the overland railway to Shenzhen (the East Rail Line). Located close to two universities, Festival Walk also enjoys excellent transport connectivity via convenient access to major road and expressways. We are constantly adopting initiatives to reposition the mall for sustainable growth, including gradually shifting our focus from apparel to lifestyle and family-related tenants. Although short to mid-term challenges remain amidst uncertainties of recovery, we will continue to execute these initiatives in Festival Walk, capitalising on the long-term prospects of Hong Kong SAR. • Gateway Plaza remains a high-quality Grade-A office building located in the established and mature Lufthansa Area in Beijing, China, with high quality international tenants and good tenancy profile. The strategy for Gateway Plaza is to focus on maintaining a high occupancy rate and adopting flexible leasing strategies to retain existing tenants and to attract new tenants. Over the next few years, domestic insurance, wealth management and media companies, and international tenants in the financial services and media sector will form the bulk of leasing demand at Lufthansa in line with Beijing's opening up of the services industry[20]. • We constantly seek and evaluate potential opportunities to improve long-term returns for unitholders, including appropriate acquisitions, capital recycling and other portfolio reconstitution and optimisation initiatives to enhance the value of the portfolio.
8	**Festival Walk's land lease will expire in approximately 25 years, on 30 June 2047. Is this a concern for the management team and how will this be managed?**
	• A significant proportion of land leases in Hong Kong SAR are due to expire in mid-2047, including over 30,000 land leases in the New Territories which are expiring on 30 June 2047[21]. • The Hong Kong SAR government has a clear policy for dealing with land leases and related matters, including extension of land leases[22]. • Under the policy, all non-renewable leases may be extended upon expiry for a term of 50 years without payment of an additional premium, at the sole discretion of the Hong Kong SAR government[23]. • The Lands Department has extended most non-renewable leases since the policy was first promulgated in July 1997[24]. • Although Festival Walk's lease is a non-renewable lease, there are no exceptional circumstances to expect that the lease will not be renewed (except as in the case of the site being required for a public purpose or a serious breach of the lease). The valuation is done on the basis that the lease will be renewed.

[19] Source: Colliers
[20] Please refer to footnote 19.
[21] Please refer to footnote 19.
[22] Source: Lands Department, The Government of the Hong Kong Special Administrative Region.
[23] Please refer to footnote 22.
[24] Please refer to footnote 22.

	• Non-renewable leasehold assets are considered to be at low risk of government repossession[25].
9	**SIAS: In September 2020, the MNACT Manager waived its entitlement to any performance fees until such time that the DPU of MNACT (on a standalone basis) exceeds the threshold DPU of 7.124 cents.** **SIAS: Will the performance fee waiver be "carried forward" to MPACT and that no performance fee will be charged on the distributable income from the MNACT assets until the threshold DPU (or an equivalent measure based on distributable income from the MNACT assets) is met?**
	• The manager of the Merged Entity or MPACT will adopt a management fee structure that is pegged to distributable income and DPU growth, such that it will promote closer alignment of interests with its unitholders, by incentivising long-term sustainable distributable income and DPU growth. • The performance fee waiver will no longer apply when MNACT is subsumed into MPACT if the proposed Merger takes place. However, as the fee structure of the Merged Entity will then be aligned to the fee structure of MNACT, the MNACT Unitholders will also benefit from the more aligned fee structure.
10	**Upon completion of the proposed Merger, the issuance of Consideration Units will cause many Unitholders to have odd lots. How is this being dealt with?**
	• It is intended that suitable arrangements will be put in place in due course regarding the management of odd lots for MNACT Unitholders, further details of which will be furnished in the Scheme Document.

[25] Please refer to footnote 19.

Appendix

Table 1: Historical gross exchange ratios[26]:

Reference period (as of 27 December 2021)	Historical gross exchange ratio	Premium of gross exchange ratio of 0.5963x to historical gross exchange ratio
Last traded day	0.5477x	8.9%
1 month	0.5133x	16.2%
3 months	0.4863x	22.6%
6 months	0.4822x	23.7%
1 year	0.4849x	23.0%
3 years	0.5339x	11.7%

Table 2: Historical adjusted exchange ratios[27]:

Reference period (as of 27 December 2021)	Historical adjusted exchange ratio	Premium of net exchange ratio of 0.5009x to historical adjusted exchange ratio
Last traded day	0.4523x	10.7%
1 month	0.4194x	19.4%
3 months	0.3949x	26.8%
6 months	0.3913x	28.0%
1 year	0.3939x	27.2%
3 years	0.4413x	13.5%

Table 3: P/NAV of comparable peers:

Comparable peers	Mean P/NAV (as of 27 December 2021)	Median P/NAV (as of 27 December 2021)
S-REITs with Greater China focus[28]	0.79x	0.83x
Hong Kong SAR REITs[29]	0.51x	0.50x
Japan REITs[30]	0.91x	0.88x

[26] Gross exchange ratio is calculated by dividing the relevant MNACT VWAP by the corresponding MCT VWAP. For example, 1-month average VWAP would be the average VWAP for MNACT/MCT for the 1-month period up to 27 December 2021, being the last trading day before the Joint Announcement dated 31 December 2021.

[27] The adjusted exchange ratios are retrospectively adjusted for the Cash Consideration, and are calculated as the MNACT Units VWAP for the relevant reference period minus the Cash Consideration of S$0.1912 divided by the MCT Units VWAP for the relevant reference period.

[28] Comparable S-REITs with Greater China focus which invest mainly in commercial real estate investments, including CapitaLand China Trust, Dasin Retail Trust, Sasseur Real Estate Investment Trust and BHG Retail REIT. Dasin Retail Trust is considered to be an outlier and was excluded from the mean and median calculations. P/NAV was calculated based on the ratio of closing prices to the latest published adjusted NAV per share of the relevant S-REITs with Greater China focus (excluding non-controlling interests and amounts attributable to perpetual securities holders and unit holders) as of 27 December 2021.

[29] Comparable Hong Kong SAR REITs which invest mainly in commercial real estate investments in Hong Kong SAR, including Fortune REIT, Champion REIT and Sunlight REIT. P/NAV was calculated based on the ratio of closing prices to the latest published adjusted NAV per share of the relevant Hong Kong SAR REITs as of 24 December 2021, being the last trading day prior to 27 December 2021 (which was a non-trading day for the Stock Exchange of Hong Kong Limited).

[30] Comparable Japan REITs which invest mainly in commercial real estate investments in Japan, including Japan Prime Realty Investment Corporation, Kenedix Office Investment Corporation, Ichigo Office REIT and Japan Excellent Inc. P/NAV was calculated based on the ratio of closing prices to the latest published adjusted NAV per share of the relevant JP-REITs using the latest appraised values at 27 December 2021, as opposed to book value NAV, which is reported on a historical cost basis.

By Order of the Board

Wan Kwong Weng
Joint Company Secretary
Mapletree North Asia Commercial Trust Management Ltd.
(Company Registration No. 201229323R)
As Manager of Mapletree North Asia Commercial Trust

Any queries relating to this announcement, the Merger or the Trust Scheme should be directed to one of the following:

Mapletree North Asia Commercial Trust Management Ltd.

Elizabeth Loo
Director, Investor Relations
Tel: +65 6377 6705
Email: elizabeth.loo@mapletree.com.sg

The Hongkong and Shanghai Banking Corporation Limited, Singapore Branch
Tel: +65 9784 9209

Responsibility Statement

The directors of the MNACT Manager (including those who may have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed in this announcement which relate to MNACT and/or the MNACT Manager (excluding those relating to MCT and/or the MCT Manager) are fair and accurate and that there are no other material facts not contained in this announcement the omission of which would make any statement in this announcement misleading. The directors of the MNACT Manager jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from a named source (including MCT and/or the MCT Manager), the sole responsibility of the directors of the MNACT Manager has been to ensure through reasonable enquiries that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this announcement. The directors of the MNACT Manager do not accept any responsibility for any information relating to MCT and/or the MCT Manager or any opinion expressed by MCT and/or the MCT Manager.

Important Notice

This announcement is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for MNACT Units. This announcement is not for release, publication or distribution, directly or indirectly, in or into the United States and should not be distributed, forwarded to or transmitted in or into any jurisdiction where to do so might constitute a violation of applicable securities laws or regulations.

The value of the MNACT Units and the income derived from them may fall as well as rise. MNACT Units are not obligations of, deposits in, or guaranteed by the MNACT Manager, or any of its affiliates. An investment in MNACT Units is subject to investment risks, including the possible loss of the principal amount invested.

Investors have no right to request the MNACT Manager to redeem their MNACT Units while the MNACT Units are listed. It is intended that MNACT Unitholders may only deal in their MNACT Units through trading on the SGX-ST. Listing of the MNACT Units on the SGX-ST does not guarantee a liquid market for the MNACT Units.

The past performance of MNACT and the MNACT Manager is not necessarily indicative of the future performance of MNACT and the MNACT Manager.

Mapletree North Asia Commercial Trust
(Constituted in the Republic of Singapore pursuant to a Trust Deed dated 14 February 2013 (as amended))

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**") of the holders of units of MAPLETREE NORTH ASIA COMMERCIAL TRUST ("**MNACT**", and the holders of units of MNACT, "**MNACT Unitholders**") will be convened and held by way of electronic means **at 2.30 p.m. on Monday, 23 May 2022 (Singapore Time)**, for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution (all capitalised terms used in this Notice which are not otherwise defined herein shall bear the meanings ascribed to them in the scheme document dated 29 April 2022 issued by the MNACT Manager (defined below) to MNACT Unitholders (the "**Scheme Document**")):

MNACT TRUST DEED AMENDMENTS RESOLUTION (EXTRAORDINARY RESOLUTION)

That:

(a) approval be and is hereby given to amend the trust deed dated 14 February 2013 constituting MNACT (as amended) (the "**MNACT Trust Deed**"), with the proposed amendments to the MNACT Trust Deed (the "**MNACT Trust Deed Amendments**") as described and set out in Appendix D to the Scheme Document; and

(b) Mapletree North Asia Commercial Trust Management Ltd. (as manager of MNACT) (the "**MNACT Manager**"), any director of the MNACT Manager ("**MNACT Director**"), and DBS Trustee Limited, in its capacity as trustee of MNACT (the "**MNACT 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) as the MNACT Manager, such MNACT Director or as the case may be, the MNACT Trustee, may consider expedient or necessary or in the interests of MNACT to give effect to the MNACT Trust Deed Amendments.

BY ORDER OF THE BOARD
Mapletree North Asia Commercial Trust Management Ltd.
(Company Registration No. 201229323R)
As Manager of Mapletree North Asia Commercial Trust

Wan Kwong Weng
Joint Company Secretary

Singapore
29 April 2022

Important Notice:

The EGM will be held by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Notice and Proxy Form A (EGM) have been sent to MNACT Unitholders. In addition, this Notice and Proxy Form A (EGM) have been made available to MNACT Unitholders by electronic means via publication on MNACT's website at www.mapletreenorthasiacommercialtrust.com ("**MNACT's Website**"), and on the website of the Singapore Exchange Securities Trading Limited at www.sgx.com/securities/company-announcements ("**SGXNET**"). MNACT Unitholders can also scan the QR code below to access the Proxy Form A (EGM).



As a precautionary measure due to the constantly evolving COVID-19 situation in Singapore, **MNACT Unitholders and persons (including CPFIS Investors and SRS Investors) who hold units in MNACT ("MNACT Units") through a Relevant Intermediary (as defined below) will not be able to physically attend the EGM in person.** Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the EGM in advance of the EGM or by submitting text-based questions during the EGM via the online chat box, addressing of such substantial and relevant questions submitted in advance of the EGM, or during the EGM, and voting by appointing the Chairman of the EGM as proxy at the EGM, are set out in the Scheme Document. Any reference to a time of day is made by reference to Singapore time.

MNACT Unitholders and persons (including CPFIS Investors and SRS Investors) who hold MNACT Units through a Relevant Intermediary will be able to observe and/or listen to the EGM proceedings through a live audio-visual webcast or live audio-only stream via their mobile phones, tablets or computers. In order to do so, MNACT Unitholders and persons (including CPFIS Investors and SRS Investors) who hold MNACT Units through a Relevant Intermediary must pre-register via the pre-registration website at go.lumiengage.com/mnactegmsm2022 from the date of this Notice to **2.30 p.m. on Friday, 20 May 2022**, to enable the MNACT Manager to verify their status as a MNACT Unitholder and a person (including CPFIS Investor and SRS Investor) who holds MNACT Units through a Relevant Intermediary.

Following the verification, authenticated MNACT Unitholders and persons (including CPFIS Investors and SRS Investors) who hold MNACT Units through a Relevant Intermediary will each receive an email which will contain an unique user ID and password details, as well as instructions on how to access the live audio-visual webcast and live audio-only stream of the EGM proceedings and submit questions during the EGM via the online chat box. MNACT Unitholders and persons (including CPFIS Investors and SRS Investors) who hold MNACT Units through a Relevant Intermediary who have not received the email by **2.30 p.m. on Sunday, 22 May 2022** but have pre-registered by the **2.30 p.m. deadline on Friday, 20 May 2022** should immediately contact the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at +65 6230 9580/ +65 6230 9586 during office hours or email to srs.teamd@boardroomlimited.com.

MNACT Unitholders and persons (including CPFIS Investors and SRS Investors) who hold MNACT Units through a Relevant Intermediary are encouraged to submit questions (if any) related to the resolution to be tabled for approval at the EGM to the Chairman of the EGM, in advance of the EGM. MNACT Unitholders and persons (including CPFIS Investors and SRS Investors) who hold MNACT Units through a Relevant Intermediary will also be able to raise questions (if any) at the EGM by submitting text-based questions through the live audio-visual webcast via an online chat box within a prescribed time limit.

Electronic copies of the Scheme Document may be accessed at MNACT's Website and SGXNET. A MNACT Unitholder will need an internet browser and PDF reader to view the documents on MNACT's Website and SGXNET. MNACT Unitholders may obtain printed copies of the Scheme Document by completing and returning the request form accompanying the notices of and proxy forms for the EGM and the Trust Scheme Meeting to the MNACT Manager no later than **2.30 p.m. on Monday, 16 May 2022**. A printed copy of the Scheme Document will be sent to the address in Singapore specified by the MNACT Unitholder at his/her/its own risk.

An overseas MNACT Unitholder may write in to the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632 or email the Unit Registrar at srs.teamd@boardroomlimited.com to request for the Scheme Document and any related documents to be sent to an address in Singapore by ordinary post at his/her/its own risk, up to four (4) Market Days prior to the date of the EGM (i.e. no later than **2.30 p.m. on Monday, 16 May 2022**).

Notes:

(1) If a MNACT Unitholder (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it must appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM.

In appointing the Chairman of the EGM as his/her/its proxy, a MNACT Unitholder must give specific instructions as to voting, or abstention from voting, in respect of the MNACT Trust Deed Amendments Resolution in the Proxy Form A (EGM), failing which the appointment of the Chairman of the EGM as proxy for the MNACT Trust Deed Amendments Resolution will be treated as invalid.

The Proxy Form A (EGM) appointing the Chairman of the EGM as proxy must be submitted in the following manner:

(i) if submitted by post, be lodged at the office of the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or

(ii) if submitted electronically, be submitted via email to srs.teamd@boardroomlimited.com,

in either case, no later than **2.30 p.m. on Friday, 20 May 2022**, being 72 hours before the time fixed for the EGM.

A MNACT Unitholder who wishes to submit a Proxy Form A (EGM) must first download, complete and sign the Proxy Form A (EGM), before submitting it by post to the address of the Unit Registrar provided above, or before scanning and sending it by email to the email address provided above.

MNACT Unitholders are strongly encouraged to submit completed Proxy Forms A (EGM) electronically via email.

(2) In order for MNACT Unitholders and persons (including CPFIS Investors and SRS Investors) who hold MNACT Units through a Relevant Intermediary to submit questions in advance of the EGM, the questions must be submitted in the following manner, and must be received no later than **2.30 p.m. on Saturday, 14 May 2022**:

(i) by post to the office of the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or

(ii) via the pre-registration website at go.lumiengage.com/mnactegmsm2022; or

(iii) via email to the MNACT Manager, at enquiries_mnact@mapletree.com.sg.

MNACT Unitholders and persons (including CPFIS Investors and SRS Investors) who hold MNACT Units through a Relevant Intermediary who submit questions by post, via the pre-registration website at go.lumiengage.com/mnactegmsm2022 or via email must provide the following information:

(a) the MNACT Unitholder's full name;

(b) the MNACT Unitholder's address; and

(c) the manner in which the MNACT Unitholder holds MNACT Units (e.g., via CDP, CPFIS or SRS).

Please note that the MNACT Manager will not be able to answer questions from persons who provide insufficient details to enable the MNACT Manager to verify his/her/its status as MNACT Unitholders, CPFIS Investors or SRS Investors (as the case may be).

Authenticated MNACT Unitholders and persons (including CPFIS Investors and SRS Investors) who hold MNACT Units through a Relevant Intermediary will also be able to raise questions related to the resolution to be tabled for approval at the EGM through the live audio-visual webcast platform at the EGM by submitting text-based questions via an online chat box within a prescribed time limit.

The MNACT Manager will endeavour to publish the responses to substantial and relevant questions which are received before **2.30 p.m., on Saturday, 14 May 2022**, on MNACT's Website and on SGXNET. These responses will be published by **2.30 p.m. on Tuesday, 17 May 2022**, being at least 72 hours before the deadline for MNACT Unitholders to deposit their Proxy Form A (EGM) to vote at the EGM. The MNACT Manager will also address any substantial and relevant questions which have not already been addressed prior to the EGM during the EGM through the live audio-visual webcast or live audio-only stream. Where substantially similar questions are received, the MNACT Manager will consolidate such questions and consequently, not all questions may be individually addressed. The MNACT Manager will publish the minutes of the EGM on MNACT's Website and on SGXNET, and the minutes will include the responses to the substantial and relevant questions which are addressed during the EGM.

(3) Mr. Paul Ma Kah Woh (Chairman of the MNACT Manager), or failing him, any director of the MNACT Manager, shall act as Chairman of the EGM.

(4) Persons who hold MNACT Units through a Relevant Intermediary, and who wish to participate in the EGM by (a) observing and/or listening to the EGM proceedings through the live audio-visual webcast or live audio-only stream; (b) submitting questions in advance of the EGM; (c) submitting text-based questions during the EGM via the online chat box; and/or (d) appointing the Chairman of the EGM as proxy to attend, speak and vote on their behalf at the EGM, should contact the Relevant Intermediary through which they hold such MNACT Units as soon as possible in order to make the necessary arrangements for them to participate in the EGM.

CPFIS Investors and SRS Investors who wish to participate in the EGM by (a) observing and/or listening to the EGM proceedings through the live audio-visual webcast or live audio-only stream; (b) submitting questions in advance of the EGM; and (c) submitting text-based questions during the EGM via the online chat box, should follow the steps for pre-registration set out in the Important Notice and submission of questions set out in Note (2) above. In addition, CPFIS Investors and SRS Investors who wish to appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM should approach their respective CPF Agent Banks or SRS Agent Banks to submit their votes by **2.30 p.m. on Tuesday, 10 May 2022**, being seven (7) working days before the date of the EGM.

(5) The Chairman of the EGM, as proxy, need not be a MNACT Unitholder.

(6) **As a precautionary measure due to the constantly evolving COVID-19 situation in Singapore, the MNACT Manager may be required to change the arrangements for the EGM at short notice. MNACT Unitholders and persons (including CPFIS Investors and SRS Investors) who hold MNACT Units through a Relevant Intermediary should check MNACT's Website for the latest updates on the status of the EGM.**

(7) "Relevant Intermediary" means:

(i) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds MNACT Units in that capacity;

(ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore, and who holds MNACT Units in that capacity; or

(iii) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore, in respect of MNACT Units purchased under the subsidiary legislation made under the Central Provident Fund Act 1953 of Singapore providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Central Provident Fund Board holds those MNACT Units in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation,

Personal Data Privacy:

By (i) submitting an instrument appointing the Chairman of the EGM as proxy to attend, speak and vote at the EGM and/or any adjournment thereof, (ii) completing the pre-registration for the EGM in accordance with this Notice, or (iii) submitting any questions prior to the EGM or during the EGM in accordance with this Notice, a MNACT Unitholder consents to the collection, use and disclosure of the MNACT Unitholder's personal data by the MNACT Manager and the MNACT Trustee (or their agents) for the following purposes:

(a) the processing and administration by the MNACT Manager and the MNACT Trustee (or their agents) of proxies and representatives appointed for the EGM as a proxy for the EGM (including any adjournment thereof);

(b) the processing of the pre-registration for purposes of granting access to MNACT Unitholders (or their corporate representatives in the case of MNACT Unitholders which are legal entities) to the EGM and providing them with any technical assistance where necessary;

(c) addressing relevant and substantial questions from MNACT Unitholders and persons (including CPFIS Investors and SRS Investors) who hold MNACT Units through a Relevant Intermediary received before or at the EGM and if necessary, following up with the relevant MNACT Unitholders and persons (including CPFIS Investors and SRS Investors) who hold MNACT Units through a Relevant Intermediary in relation to such questions;

(d) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof); and

(e) in order for the MNACT Manager and the MNACT Trustee (or their agents) to comply with any applicable laws, listing rules, regulations and/or guidelines.

APPENDIX Q – MANNER OF CONVENING TRUST SCHEME MEETING

The manner of convening the Trust Scheme Meeting as ordered by the Court under the Trust Scheme Meeting Court Orders is set out below:

1. Convening, holding or conducting of the Trust Scheme Meeting

   (a) The MNACT Manager and the MNACT Trustee shall be at liberty to convene, hold or conduct the Trust Scheme Meeting, whether wholly or partly by electronic means, in a manner consistent with the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 at a date, time and/or location to be determined by the MNACT Manager and the MNACT Trustee.

   (b) The minutes of the Trust Scheme Meeting (including substantial and relevant comments or queries from MNACT Unitholders and responses from the directors and/or management of the MNACT Manager) shall be published on the website of the Singapore Exchange Securities Trading Limited ("**SGXNET**") and the website of Mapletree North Asia Commercial Trust ("**MNACT**") within one month after the date of the Trust Scheme Meeting.

2. Attendance of the MNACT Unitholders at the Trust Scheme Meeting

   The MNACT Manager may provide that each MNACT Unitholder may only attend the Trust Scheme Meeting by observing and listening to the proceedings of the Trust Scheme Meeting by electronic means, if access to both an audio broadcast and audio-visual broadcast is provided to the MNACT Unitholders.

3. Right or entitlement to be heard or to require representations to be read out at the Trust Scheme Meeting

   (a) The MNACT Manager may provide that each MNACT Unitholder may only be heard at the Trust Scheme Meeting by electronic means in the manner provided in paragraph 4.

   (b) A representation may be read out at the Trust Scheme Meeting by electronic means.

4. Right or entitlement to speak at the Trust Scheme Meeting

   (a) The MNACT Manager (or if applicable, the MNACT Trustee) may require that a MNACT Unitholder shall, before the Trust Scheme Meeting, send to the Chairman of the Trust Scheme Meeting, by post or electronic mail, the matters which the MNACT Unitholder wishes to raise at the Trust Scheme Meeting, and each such matter, if substantial and relevant and sent within a reasonable time before the Trust Scheme Meeting (which shall be such cut-off time as may be determined by the MNACT Manager no earlier than seven calendar days after the issue of the notice of the Trust Scheme Meeting (the "**Notice**")), is to be responded through publication on SGXNET, the website of MNACT and/or any virtual information session that the MNACT Manager may organise, at least 72 hours before the deadline for the deposit of the proxy forms for the Trust Scheme Meeting.

   (b) In addition to (but not in place of) post and electronic mail, the MNACT Manager and the MNACT Trustee may also provide for a MNACT Unitholder, before the Trust Scheme Meeting, to send to the Chairman of the Trust Scheme Meeting the matters which the MNACT Unitholder wishes to raise in respect of the Trust Scheme Meeting by such other electronic means as the MNACT Manager and the MNACT Trustee consider appropriate, including electronic submission via a pre-registration website in respect of the Trust

Scheme Meeting, and each such matter, if substantial and relevant and sent within a reasonable time before the Trust Scheme Meeting (which shall be such cut-off time as may be determined by the MNACT Manager no earlier than seven calendar days after the issue of the Notice), is to be responded through publication on SGXNET, the website of MNACT and/or at any virtual information session that the MNACT Manager may organise, at least 72 hours before the deadline for the deposit of the proxy forms for the Trust Scheme Meeting.

(c) The MNACT Manager and the MNACT Trustee may, if they deem fit, organise a virtual information session conducted by electronic means to address substantial and relevant questions received from MNACT Unitholders prior to the Trust Scheme Meeting and sent within a reasonable time (which shall be such cut-off time as may be determined by the MNACT Manager no earlier than seven calendar days after the issue of the Notice). The MNACT Manager may publish the minutes, or a link for MNACT Unitholders to access a recording of the virtual information session (if held), on SGXNET and the website of MNACT, at least 72 hours before the deadline for the deposit of the proxy forms for the Trust Scheme Meeting.

(d) For the avoidance of doubt, in addition to (but not in place of) post and electronic mail, the MNACT Manager and the MNACT Trustee may, if they deem fit, provide a facility whereby a MNACT Unitholder may ask substantial and relevant questions and receive responses, at the Trust Scheme Meeting and/or any virtual information session, through real-time electronic communication facilities such as text-based chat, to enable questions to be raised, and responded to, at the Trust Scheme Meeting and/or any virtual information session.

5. Quorum at the Trust Scheme Meeting

(a) A quorum may be formed by MNACT Unitholders personally or electronically present and satisfying the relevant quorum requirements in the Deed of Trust dated 14 February 2013 constituting MNACT (as may be amended, supplemented or varied from time to time) (the "**MNACT Trust Deed**").

(b) A MNACT Unitholder is deemed to be present at the Trust Scheme Meeting where convened, held or conducted wholly or partially by electronic means if the MNACT Unitholder has appointed the Chairman of the Trust Scheme Meeting as the MNACT Unitholder's proxy to attend, speak and vote at the Trust Scheme Meeting in the manner provided in paragraph 6, and the relevant quorum requirements are to be determined by the proxies submitted by the MNACT Unitholders prior to commencement of the Trust Scheme Meeting.

(c) Where the Trust Scheme Meeting is convened, held or conducted wholly or partially by electronic means, a MNACT Unitholder is electronically present at the Trust Scheme Meeting if the MNACT Unitholder:

(i) attends the Trust Scheme Meeting electronically in the manner provided in paragraph 2;

(ii) is verified by the unit registrar of MNACT as attending the Trust Scheme Meeting electronically in the manner provided in paragraph 2; and

(iii) is acknowledged by electronic means by the Chairman of the Trust Scheme Meeting as present at the Trust Scheme Meeting.

6. Voting by a MNACT Unitholder at the Trust Scheme Meeting

(a) The MNACT Manager (or if applicable, the MNACT Trustee) may require each MNACT Unitholder to appoint the Chairman of the Trust Scheme Meeting as the MNACT Unitholder's proxy to vote at the Trust Scheme Meeting by depositing with MNACT an instrument of appointment by post, or by electronic mail to an electronic mail address stated in the Notice, in either case, not less than 72 hours before the time fixed for the Trust Scheme Meeting.

(b) In addition to (but not in place of) providing for a MNACT Unitholder to appoint the Chairman of the Trust Scheme Meeting (as the MNACT Unitholder's proxy) by post or electronic mail in accordance with limb (a) above, the MNACT Manager (if it so decides) may provide for MNACT Unitholders (who are not relevant intermediaries) to appoint the Chairman of the Trust Scheme Meeting as proxy to vote at the Trust Scheme Meeting by depositing with the MNACT Manager an instrument of appointment by such other electronic means as the MNACT Manager considers appropriate, including submitting the instrument of appointment of proxy electronically via a pre-registration website in relation to the Trust Scheme Meeting, not less than 72 hours before the time fixed for the Trust Scheme Meeting.

(c) For the avoidance of doubt, if the MNACT Manager (or the MNACT Trustee) so requires, a MNACT Unitholder may not vote at the Trust Scheme Meeting otherwise than by way of appointing the Chairman of the Trust Scheme Meeting as the MNACT Unitholder's proxy.

(d) The resolution approving the Trust Scheme would need to be passed by a majority in number of MNACT Unitholders (the "**Headcount Condition**") representing at least three-fourths (75.0%) in value (the "**Value Condition**") of the MNACT Units held by the MNACT Unitholders present and voting either in person or by proxy at the Trust Scheme Meeting to approve the Trust Scheme.

(e) Subject to any restrictions under law or set by any relevant regulatory authority, each MNACT Unitholder is entitled to appoint only one proxy to attend the Trust Scheme Meeting and to vote at the Trust Scheme Meeting in the following manner:

(i) For the purposes of determining whether the Value Condition is satisfied, unless the Court orders otherwise:

(A) a MNACT Unitholder entitled to attend and vote at the Trust Scheme Meeting and who is not a relevant intermediary:

(1) is entitled to appoint only one proxy to attend and vote at the Trust Scheme Meeting; and

(2) may only cast all the votes it uses at the Trust Scheme Meeting (whether in person or by proxy) in one way, i.e. it may only:

(aa) cast all its votes "**for**" the Trust Scheme;

(bb) cast all its votes "**against**" the Trust Scheme; or

(cc) abstain from voting; and

(B) a MNACT Unitholder entitled to attend and vote at the Trust Scheme Meeting and who is a relevant intermediary is entitled to appoint only one proxy to attend and vote at the Trust Scheme Meeting but need not cast all the votes it uses in one way, provided that each vote is exercised in relation to a different MNACT Unit. For each vote, a relevant intermediary may:

(aa) vote "**for**" the Trust Scheme;

(bb) vote "**against**" the Trust Scheme; or

(cc) abstain from voting.

(ii) For the purposes of determining whether the Headcount Condition is satisfied:

(A) each MNACT Unitholder that appoints a proxy (including the Chairman of the Trust Scheme Meeting) to vote at the Trust Scheme Meeting shall be deemed to be present at the Trust Scheme Meeting and shall, unless the MNACT Unitholder abstains from voting entirely, be included in the count of MNACT Unitholders present and voting at the Trust Scheme Meeting;

(B) where the Chairman of the Trust Scheme Meeting has been appointed as the proxy of more than one MNACT Unitholder to vote at the Trust Scheme Meeting, the votes cast by the Chairman of the Trust Scheme Meeting in such capacity shall be counted as the votes of the number of appointing MNACT Unitholders; and

(C) a MNACT Unitholder who is a relevant intermediary that casts votes both for and against the Trust Scheme shall be treated as follows:

(aa) the relevant intermediary shall be treated as casting one (1) vote in favour of the Trust Scheme if the relevant intermediary casts more votes for the Trust Scheme than against the Trust Scheme;

(bb) the relevant intermediary shall be treated as casting one (1) vote against the Trust Scheme if the relevant intermediary casts more votes against the Trust Scheme than for the Trust Scheme; and

(cc) the relevant intermediary shall be treated as casting one (1) vote for and one (1) vote against the Trust Scheme if the relevant intermediary casts an equal number of votes for and against the Trust Scheme.

(f) Proxy forms must be completed, signed and deposited with the MNACT Manager c/o Boardroom Corporate & Advisory Services Pte. Ltd., in the following manner:

(i) if submitted by post, be lodged at the office of Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or

(ii) if submitted electronically, be submitted via the electronic mail address stated in the Notice; or

(iii) if any other electronic means such as pre-registration website in relation to the Trust Scheme Meeting is made available, be submitted in the manner (such as through the pre-registration website address) as stated in the Notice,

in each case, not less than 72 hours before the time appointed for the Trust Scheme Meeting.

"relevant intermediary" means:

(i) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds MNACT Units in that capacity;

(ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore, and who holds MNACT Units in that capacity; or

(iii) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore, in respect of MNACT Units purchased under the subsidiary legislation made under the Central Provident Fund Act 1953 of Singapore providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Central Provident Fund Board holds those MNACT Units in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

7. Laying and production of documents at the Trust Scheme Meeting

The document to be issued by the MNACT Manager to all the MNACT Unitholders, which shall include the Notice and a copy of the Trust Scheme (the "**Scheme Document**") (which may be amended prior to release) and any other document to be laid or produced before the Trust Scheme Meeting may be so laid or produced by being:

(a) sent or published in the manner provided in paragraph 8(b) with the Notice; or

(b) published at an online location, the address of which is sent with the Notice, or published on the website of MNACT.

8. Giving of Notice of the Trust Scheme Meeting

(a) The Notice may be sent by electronic means and/or physical means, and:

(i) shall provide instructions on how MNACT Unitholders can locate the Scheme Document electronically;

(ii) shall describe the means by which the Trust Scheme Meeting can be electronically accessed (including the online location, if the meeting is held at an online location);

(iii) shall set out how the Chairman of the Trust Scheme Meeting may be appointed by a MNACT Unitholder entitled to vote at the Trust Scheme Meeting as the MNACT Unitholder's proxy to vote at the Trust Scheme Meeting;

(iv) shall state how a MNACT Unitholder may send to the Chairman of the Trust Scheme Meeting the substantial and relevant matters which the MNACT Unitholder wishes to raise; and

(v) may be accompanied by any other documents relevant to the Trust Scheme Meeting,

save that where there are potential restrictions on sending or making available the Notice and/or the Scheme Document to or in any overseas jurisdiction, the MNACT Manager and the MNACT Trustee need not send or make available the Notice and/or the Scheme Document to the MNACT Unitholders in such overseas jurisdiction.

(b) The Trust Scheme Meeting may be called by notice in writing of not less than 21 clear days (not inclusive of the day on which the Notice is served and the day of the Trust Scheme Meeting) before the date of the Trust Scheme Meeting, published on:

(i) SGXNET; and

(ii) the website of MNACT.

(c) The Notice will also be published in any one leading English-language daily newspaper in Singapore and any one leading Chinese-language daily newspaper in Singapore, stating how the Scheme Document may be obtained, at least 21 clear days before the date of the Trust Scheme Meeting.

9. Others

(a) Any accidental omission to give any MNACT Unitholder notice of the Trust Scheme Meeting or the non-receipt of such notice by any MNACT Unitholder shall not invalidate the proceedings at the Trust Scheme Meeting, unless ordered by the Court.

(b) Save where expressly provided herein, the provisions of the MNACT Trust Deed in relation to meetings of MNACT Unitholders may be applied in respect of the Trust Scheme Meeting as appropriate at the discretion of the Chairman of the Trust Scheme Meeting.

(c) The MNACT Manager and the MNACT Trustee propose that Mr. Lawrence Wong Liang Ying, a director of the MNACT Manager, or failing him, any other director of the MNACT Manager they may propose and present at the Trust Scheme Meeting, be appointed to act as Chairman of the Trust Scheme Meeting and be directed to report the voting results of the Trust Scheme Meeting to the Court as soon as possible after the Trust Scheme Meeting.

(d) The Chairman of the Trust Scheme Meeting shall be at liberty to adjourn the Trust Scheme Meeting for such period as he shall deem appropriate.

(e) Save where expressly provided herein, the provisions of the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, the Joint Statement of the Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation ("**SGX RegCo**") issued on 1 October 2020 and updated on 4 February 2022 titled "Guidance on the Conduct of General Meetings Amid Evolving COVID-19 Situation", and the Regulator's Column by SGX RegCo issued on 16 December 2021 titled "What SGX RegCo expects on the conduct of general meetings amid the ongoing COVID-19 situation", in relation to general meetings of listed issuers, as the same may be amended, superseded or updated from time to time, and any other guidance in relation to general meetings of listed issuers that may be issued by the relevant authorities from time to time, may be applied in respect of the Trust Scheme Meeting, as appropriate at the discretion of the MNACT Manager, the MNACT Trustee and/or the Chairman of the Trust Scheme Meeting.

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APPENDIX R – THE TRUST SCHEME

TRUST SCHEME OF ARRANGEMENT

Under Order 80 of the Rules of Court (Cap. 322, R5, 2014 Rev Ed)

In the matter of

MAPLETREE NORTH ASIA COMMERCIAL TRUST
(a real estate investment trust constituted on 14 February 2013 under the laws of the Republic of Singapore)

Between

1. **MAPLETREE NORTH ASIA COMMERCIAL TRUST MANAGEMENT LTD. (in its capacity as manager of MAPLETREE NORTH ASIA COMMERCIAL TRUST)** (Singapore UEN: 201229323R)

2. **DBS TRUSTEE LIMITED (in its capacity as trustee of MAPLETREE NORTH ASIA COMMERCIAL TRUST)** (Singapore UEN: 197502043G)

And

MNACT UNITHOLDERS
(as defined herein)

And

MAPLETREE COMMERCIAL TRUST MANAGEMENT LTD.
(in its capacity as manager of MAPLETREE COMMERCIAL TRUST)
(Singapore UEN: 200708826C)

DBS TRUSTEE LIMITED
(in its capacity as trustee of MAPLETREE COMMERCIAL TRUST)
(Singapore UEN: 197502043G)

APPENDIX R – THE TRUST SCHEME

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1. DEFINITIONS

1.1 In this Trust Scheme (as defined below), the following definitions shall apply throughout unless the context otherwise requires:

"**Amendment and Restatement Agreement**"	:	The amendment and restatement agreement dated 21 March 2022 entered into between the MNACT Trustee, the MNACT Manager, the MCT Trustee and the MCT Manager to amend and restate the Implementation Agreement, as amended by the Supplemental Implementation Agreement
"**Business Day**"	:	A day (other than Saturday, Sunday or gazetted public holiday) on which commercial banks are open for business in Singapore for the transaction of normal banking business
"**Cash-and-Scrip Consideration**"	:	As defined in Paragraph 5.1(b)
"**Cash-Only Consideration**"	:	As defined in Paragraph 5.1(c)
"**CDP**"	:	The Central Depository (Pte) Limited
"**Code**"	:	The Singapore Code on Take-overs and Mergers
"**Conditions**"	:	The conditions precedent in the Implementation Agreement which must be satisfied (or, where applicable, waived) by the Long-Stop Date for the Trust Scheme to be implemented and which are reproduced in Paragraph 4.3 of the Letter to MNACT Unitholders
"**Consideration Units**"	:	New units in MCT to be issued as described in Paragraph 5.1 as full or part of the Scheme Consideration
"**Court**"	:	The High Court of the Republic of Singapore, or where applicable on appeal, the Court of Appeal of the Republic of Singapore
"**Effective Date**"	:	The date on which the Trust Scheme becomes effective in accordance with its terms

"**Encumbrances**"	:	With respect to any asset or real property: (a) any charge, claim, hypothecation, lien, mortgage, power of sale, retention of title, or security interest of any kind over and in respect of such asset or real property; and (b) any right of pre-emption, first offer, first refusal, tag-along or drag-along of any kind to which any such asset or real property is subject or any right or option for the sale or purchase of any such asset or real property, and any other third party rights and interests of any nature whatsoever or an agreement, arrangement or obligation to create any of the foregoing
"**Entitled MNACT Unitholders**"	:	MNACT Unitholders as at 5.00 p.m. on the Record Date
"**Implementation Agreement**"	:	The implementation agreement dated 31 December 2021 entered into between the MNACT Trustee, the MNACT Manager, the MCT Trustee and the MCT Manager, as amended by the Supplemental Implementation Agreement and as further amended pursuant to the Amendment and Restatement Agreement, setting out the terms and conditions on which the Trust Scheme will be implemented and as further amended, modified or supplemented from time to time
"**Joint Announcement**"	:	The joint announcement by the MNACT Manager and the MCT Manager of the Merger and the Trust Scheme, released on 31 December 2021
"**Joint Announcement Date**"	:	31 December 2021, being the date of the Joint Announcement
"**Last Trading Day**"	:	The last trading day immediately prior to the Joint Announcement Date, being 27 December 2021
"**Long-Stop Date**"	:	31 August 2022 (or such other date as the Parties may agree in writing)
"**MCT**"	:	Mapletree Commercial Trust
"**MCT Acquisition**"	:	The acquisition by the MCT Trustee of all the MNACT Units pursuant to the Trust Scheme, in consideration for the Scheme Consideration, in accordance with the terms of the Implementation Agreement

"**MCT Manager**"	:	Mapletree Commercial Trust Management Ltd., as manager of MCT
"**MCT Permitted Distributions**"	:	The distributions declared, paid or made by the MCT Manager to MCT Unitholders in the ordinary course of business in respect of the period from 1 October 2021 up to the day immediately before the Effective Date (including any capital distribution or clean-up distribution to the MCT Unitholders in respect of the period from the day following the latest completed financial half-year of MCT preceding the Effective Date, up to the day immediately before the Effective Date)
"**MCT Trust Deed**"	:	The Deed of Trust constituting MCT dated 25 August 2005, as may be amended, supplemented or varied from time to time
"**MCT Trustee**"	:	DBS Trustee Limited, in its capacity as trustee of MCT
"**MCT Unit**"	:	A unit in MCT
"**MCT Unitholders**"	:	The holders of MCT Units from time to time, and each a "**MCT Unitholder**"
"**Merger**"	:	The proposed merger of MNACT and MCT pursuant to the Implementation Agreement, the MCT Acquisition and the Trust Scheme
"**MNACT**"	:	Mapletree North Asia Commercial Trust
"**MNACT Manager**"	:	Mapletree North Asia Commercial Trust Management Ltd., as manager of MNACT
"**MNACT Permitted Distributions**"	:	The distributions declared, paid or made by the MNACT Manager to the MNACT Unitholders in the ordinary course of business in respect of the period from 1 April 2021 up to the day immediately before the Effective Date (including any capital distribution or clean-up distribution to the MNACT Unitholders in respect of the period from the day following the latest completed financial half-year of MNACT preceding the Effective Date, up to the day immediately before the Effective Date)
"**MNACT Trust Deed**"	:	The Deed of Trust dated 14 February 2013 constituting MNACT, as may be amended, supplemented or varied from time to time

"**MNACT Trustee**"	:	DBS Trustee Limited, in its capacity as trustee of MNACT
"**MNACT Unit**"	:	An issued and outstanding unit in MNACT
"**MNACT Unitholders**"	:	The holders of MNACT Units from time to time, and each a "**MNACT Unitholder**"
"**NAV**"	:	Net asset value
"**Parties**"	:	The MCT Trustee, the MCT Manager, the MNACT Trustee and the MNACT Manager, and "**Party**" means any one of them
"**Record Date**"	:	The date to be announced (before the Effective Date) by the MNACT Manager on which the Register of MNACT Unitholders will be closed in order to determine the entitlements of MNACT Unitholders in respect of the Trust Scheme
"**Register of MCT Unitholders**"	:	The register showing all MCT Unitholders at any one time
"**Register of MNACT Unitholders**"	:	The register showing all MNACT Unitholders at any one time
"**Relevant Date**"	:	The date falling on the Business Day immediately preceding the Effective Date
"**Rules of Court**"	:	The Rules of Court (Chapter 322, R 5 of Singapore)
"**S$**" or "**SGD**" and **cents**	:	Singapore dollars and cents, respectively, being the lawful currency of Singapore
"**Scheme Consideration**"	:	As defined in Paragraph 5.1
"**Scheme Issue Price**"	:	The issue price of S$2.0039 per MCT Unit
"**Scheme Settlement Date**"	:	The date falling not later than seven Business Days after the Effective Date
"**Scrip-Only Consideration**"	:	As defined in Paragraph 5.1(a)
"**Securities Account**"	:	The relevant securities account maintained by a depositor with CDP but does not include a securities sub-account

"**SFA**"	:	Securities and Futures Act 2001 of Singapore, as amended or modified from time to time
"**SGX-ST**"	:	Singapore Exchange Securities Trading Limited
"**Sponsor**"	:	Mapletree Investments Pte Ltd
"**Supplemental Implementation Agreement**"	:	The supplemental implementation agreement dated 28 January 2022 entered into between the MNACT Trustee, the MNACT Manager, the MCT Trustee and the MCT Manager to amend the Implementation Agreement
"**Trust Scheme**"	:	The trust scheme of arrangement by which all of the MNACT Units are to be transferred to the MCT Trustee substantially on the terms and conditions set out in the Implementation Agreement
"**Trust Scheme Court Order**"	:	The order of the Court sanctioning the Trust Scheme under Order 80 of the Rules of Court
"**Unit Registrar**"	:	Boardroom Corporate & Advisory Services Pte. Ltd. with its registered office at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632, the unit registrar of MNACT
"**VWAP**"	:	Volume Weighted Average Price

1.2 The terms "**depositor**" and "**Depository Register**" shall have the meanings ascribed to them respectively in Section 81SF of the SFA.

1.3 The headings in this Trust Scheme are inserted for convenience only and shall be ignored in construing this Trust Scheme.

1.4 Words importing the singular only shall, where applicable, include the plural and *vice versa*. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall include corporations.

1.5 Any reference to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the SFA or the Code or any modification thereof and used in this Trust Scheme shall, where applicable, have the same meaning assigned to it under the SFA or the Code or any modification thereof, as the case may be, unless otherwise provided.

1.6 Any reference to any document or agreement shall include a reference to such document or agreement as amended, modified, supplemented and/or varied from time to time.

1.7 Any reference to a time of day and date in this Trust Scheme shall be a reference to Singapore time of day and date respectively, unless otherwise specified.

1.8 A reference to an event occurring on, as at, prior to or from the date of the Implementation Agreement, such date means 31 December 2021.

2. PREAMBLE

2.1 MNACT is a real estate investment trust constituted on 14 February 2013 in the Republic of Singapore under the MNACT Trust Deed and has been listed on the Main Board of the SGX-ST since 7 March 2013. MNACT is managed by the MNACT Manager.

2.2 MCT is a real estate investment trust constituted in the Republic of Singapore under the MCT Trust Deed and has been listed on the Main Board of the SGX-ST since 27 April 2011. MCT is managed by the MCT Manager.

2.3 On 31 December 2021, the respective boards of directors of the MNACT Manager and the MCT Manager jointly announced the Merger, which shall be effected through the acquisition by MCT of all the MNACT Units held by MNACT Unitholders by way of a trust scheme of arrangement in compliance with the Code.

2.4 The MNACT Trustee, the MNACT Manager, the MCT Trustee and the MCT Manager have entered into the Implementation Agreement which sets out the terms and conditions on which this Trust Scheme will be implemented, and their respective rights and obligations with respect to this Trust Scheme.

2.5 The main purpose of this Trust Scheme is to give effect to the Merger.

2.6 The MCT Manager has agreed to appear by legal counsel at the hearing of the application to sanction this Trust Scheme, and to consent thereto, and to undertake to the Court to be bound thereby and to execute and do and procure to be executed and done all such documents, acts and things as may be necessary and desirable to be executed or done by it for the purpose of giving effect to this Trust Scheme.

3. CONDITIONS AND EFFECTIVENESS OF THIS TRUST SCHEME

This Trust Scheme is conditional upon each condition precedent set out in Clause 3 of the Implementation Agreement (as reproduced in Paragraph 4.3 of the Letter to MNACT Unitholders) being satisfied or, where applicable, waived in accordance with the terms of the Implementation Agreement.

4. TERMS OF THIS TRUST SCHEME

4.1 The Trust Scheme is to be effected in accordance with the Code and the MNACT Trust Deed, subject to the terms and conditions of the Implementation Agreement. Upon the Trust Scheme becoming effective and binding in accordance with its terms, all the MNACT Units will be transferred to the MCT Trustee fully paid, free from all Encumbrances, and together with all rights, benefits and entitlements attaching thereto as at the date of the Implementation Agreement and thereafter attaching thereto, including the right to receive and retain all rights and other distributions (if any) declared or to be declared by the MNACT Manager on or after the date of the Implementation Agreement (except for the MNACT Permitted Distributions) such that on the Scheme Settlement Date, the MCT Trustee shall hold 100% of the MNACT Units.

4.2 The MNACT Manager and the MCT Manager shall be entitled to declare, make or pay the MNACT Permitted Distributions and the MCT Permitted Distributions (as the case may be) without any adjustment to the Scheme Consideration. MNACT Unitholders shall have the right to receive and retain the MNACT Permitted Distributions in addition to the Scheme Consideration, regardless of which form of Scheme Consideration they elect for.

4.3 If the Court sanctions the Trust Scheme by granting the Trust Scheme Court Order, the MNACT Manager and the MCT Manager will (subject to the Conditions having been satisfied or, as the case may be, waived in accordance with the Implementation Agreement) take the necessary steps to render this Trust Scheme effective and binding, and the following will be implemented:

(a) the MNACT Manager will announce the Record Date as soon as practicable after the the Trust Scheme Meeting in order to determine the entitlements of each Entitled MNACT Unitholder to the Scheme Consideration;

(b) the MNACT Manager shall instruct CDP, for and on behalf of the Entitled MNACT Unitholders, to debit, not later than seven Business Days after the Effective Date, all of the MNACT Units standing to the credit of the Securities Accounts of such Entitled MNACT Unitholders and credit all of such MNACT Units to the Securities Accounts of the MCT Trustee; and

(c) the MCT Trustee and the MCT Manager shall, not later than seven Business Days after the Effective Date, and against the transfer of the MNACT Units set out in Paragraph 4.3(a) above, make payment of the Scheme Consideration to the Entitled MNACT Unitholders in the manner set out in Paragraph 5 below.

5. THE SCHEME CONSIDERATION

5.1 In consideration of the transfer of the MNACT Units, each of the MCT Trustee and the MCT Manager agrees, pursuant to the Trust Scheme, all Entitled MNACT Unitholders will be entitled to receive for each MNACT Unit held by them as at 5.00 p.m. on the Record Date, the following consideration (the "**Scheme Consideration**") at their election:

(a) **Scrip-Only Consideration:** 0.5963 Consideration Units at the Scheme Issue Price of S$2.0039, being the 1-day VWAP per MCT Unit as at the Last Trading Day) (the "**Scrip-Only Consideration**"); **or**

(b) **Cash-and-Scrip Consideration:** S$0.1912 in cash and 0.5009 Consideration Units at the Scheme Issue Price of S$2.0039 (the "**Cash-and-Scrip Consideration**"); **or**

(c) **Cash-Only Consideration:** S$1.1949 in cash (the "**Cash-Only Consideration**"),

in accordance with the terms and conditions of the Implementation Agreement. The Cash-Only Consideration will be the default form of the Scheme Consideration. Based on the Scheme Issue Price of S$2.0039 per Consideration Unit, the implied value of the Scrip-Only Consideration and the implied value of the Cash-and-Scrip Consideration is equivalent to the Cash-Only Consideration of S$1.1949 per MNACT Unit.

For the avoidance of doubt, Entitled MNACT Unitholders are only entitled to elect to receive only one form of the Scheme Consideration, being the Scrip-Only Consideration OR the Cash-and-Scrip Consideration OR the Cash-Only Consideration, in respect of their entire holdings of MNACT Units held as at 5.00 p.m. on the Record Date. No combination of different forms of the Scheme Consideration is permitted.

MNACT Unitholders who do not make any election or fail to make a valid election for the Scrip-Only Consideration, Cash-and-Scrip Consideration or Cash-Only Consideration shall be deemed to have elected to receive the Cash-Only Consideration if the Trust Scheme becomes effective in accordance with its terms.

The Sponsor has provided an undertaking to receive 100.0% Scrip-Only Consideration.

Based on an issue price of S$2.0039 per MCT Unit (being the 1-day VWAP of MCT Units on the Last Trading Day), the Scheme Consideration is S$1.1949 and implies a gross exchange ratio of 0.5963x. For reference, the closing price of MCT Units on the Last Trading Day is S$2.0000.

The Scheme Issue Price of S$2.0039 per Consideration Unit may not be equivalent to the market price of, nor reflective of the fair value of, the Consideration Units as at the Effective Date and/or Scheme Settlement Date.

Each Consideration Unit may, depending on market conditions and sentiments, trade above or below the Scheme Issue Price of each Consideration Unit of S$2.0039.

5.2 The Consideration Units shall:

(a) when issued, be duly authorised, validly issued and fully paid-up and shall rank *pari passu* in all respects with the existing MCT Units as at the date of their issue;

(b) be issued no later than seven Business Days from the Effective Date; and

(c) be issued free from any and all Encumbrances and restrictions on transfers and no person shall have any rights of pre-emption over any Consideration Unit.

For the avoidance of doubt:

(i) the Consideration Units shall be issued with all rights, benefits and entitlements attaching on and from the date of their issue (and not as at the date of the Implementation Agreement), including the right to receive and retain all rights and other distributions (if any) declared or to be declared by the MCT Manager on or after the date of their issue (and not on or after the date of the Implementation Agreement); and

(ii) the Consideration Units shall not be entitled to the MCT Permitted Distributions.

5.3 The Scheme Consideration was determined by taking into consideration, among other factors, (a) the short- to medium-term uncertainties of the respective property portfolios and the resulting potential benefits to be derived from the Merger of MCT and MNACT; (b) the prevailing and historical relative market prices (including pre-COVID-19), distribution yields, and price-to-NAV per unit of MCT and MNACT; (c) relevant precedent trust scheme mergers in Singapore; (d) the latest available ex-distribution NAV of each MCT Unit and each MNACT Unit; (e) the resulting pro forma consolidated financial effects of the Merger; (f) the amount of MCT Permitted Distributions and the amount of MNACT Permitted Distributions to be made by the MCT Manager and the MNACT Manager respectively; and (g) the independent full valuations of the property portfolios of MNACT and MCT as at 31 October 2021 and 30 September 2021, respectively.

5.4 The aggregate cash component of the Cash-and-Scrip Consideration or the Cash-Only Consideration (as the case may be) to be paid to each MNACT Unitholder shall be rounded to the nearest S$0.01. The number of Consideration Units which each MNACT Unitholder shall be entitled to pursuant to the Trust Scheme, based on the number of MNACT Units held by such MNACT Unitholder as at the Record Date, shall be rounded down to the nearest whole number, and fractional entitlements shall be disregarded.

5.5 By way of illustration, if the Trust Scheme becomes effective in accordance with its terms, an MNACT Unitholder holding 1,000 MNACT Units as at the Record Date will receive:

- 596 Consideration Units; or
- 500 Consideration Units and S$191.20 in cash; or
- S$1,194.90 in cash.

5.6 The MCT Manager has reserved the right to adjust the Scheme Consideration by reducing the Cash-Only Consideration, the cash component of the Cash-and-Scrip Consideration, the unit component of the Cash-and-Scrip Consideration, the Scrip-Only Consideration or by any combination of the foregoing, if and to the extent any distribution in excess of the MNACT Permitted Distributions is declared, made or paid by the MNACT Manager on or after the date of the Joint Announcement Date.

5.7 The cash component of the Cash-and-Scrip Consideration and the Cash-Only Consideration

The MCT Trustee shall, not later than seven Business Days after the Effective Date, and against the transfer of the MNACT Units set out in Paragraph 4.3(b) above make payment to each Entitled MNACT Unitholder who elects (or is deemed to elect) the Cash-and-Scrip Consideration or the Cash-Only Consideration by making payment of the cash component of the Cash-and-Scrip Consideration or the Cash-Only Consideration (as the case may be) as follows:

(a) **Entitled MNACT Unitholders whose MNACT Units are not deposited with CDP**

The MCT Trustee shall pay each Entitled MNACT Unitholder (not being a Depositor) by sending a cheque for the cash component of the Cash-and-Scrip Consideration or the Cash-Only Consideration (as the case may be) payable to and made out in favour of such Entitled MNACT Unitholder by ordinary post to his/her/its address as appearing in the Register of MNACT Unitholders as at 5.00 p.m. on the Record Date, at the sole risk of such Entitled MNACT Unitholder, or in the case of joint Entitled MNACT Unitholders, to the first named Entitled MNACT Unitholder by ordinary post to the address as appearing in the Register of MNACT Unitholders as at 5.00 p.m. on the Record Date, at the sole risk of such joint Entitled MNACT Unitholders.

(b) **Entitled MNACT Unitholders whose MNACT Units are deposited with CDP**

The MCT Trustee shall pay each Entitled MNACT Unitholder (being a Depositor) by making payment of the cash component of the Cash-and-Scrip Consideration or the Cash-Only Consideration (as the case may be) payable to such Entitled MNACT Unitholder to CDP. CDP shall:

(i) in the case of an Entitled MNACT Unitholder who has registered for CDP's direct crediting service, credit the cash component of the Cash-and-Scrip Consideration or the Cash-Only Consideration (as the case may be) payable to such Entitled MNACT Unitholder, to the designated bank account of such Entitled MNACT Unitholder; and

(ii) in the case of an Entitled MNACT Unitholder who has not registered for CDP's direct crediting service, credit the cash component of the Cash-and-Scrip Consideration or the Cash-Only Consideration (as the case may be) to such Entitled MNACT Unitholder's Cash Ledger and such cash component of the Cash-and-Scrip Consideration or the Cash-Only Consideration (as the case may be) shall be subject to the same terms and conditions as applicable to "*Cash Distributions*" under CDP's "*The Central Depository (Pte) Limited Operation of Securities Account with the Depository Terms and Conditions*" as amended, modified or supplemented from time to time, copies of which are available from CDP.

5.8 The Consideration Units

The MCT Trustee shall, not later than seven Business Days after the Effective Date, and against the transfer of the MNACT Units set out in Paragraph 4.3(b) above,

(a) **Entitled MNACT Unitholders whose MNACT Units are not deposited with CDP**

deliver the confirmation notes for the relevant number of Consideration Units to each Entitled MNACT Unitholder (not being a Depositor) by sending to such Entitled MNACT Unitholder the same by ordinary post at his/her/its address as appearing in the Register of MNACT Unitholders as at 5.00 p.m. on the Record Date at the sole risk of such Entitled MNACT Unitholder, or in the case of joint Entitled MNACT Unitholders, to the first named Entitled MNACT Unitholder by ordinary post to the address as appearing in the Register of MNACT Unitholders as at 5.00 p.m. on the Record Date, at the sole risk of such joint Entitled MNACT Unitholders.

Entitled MNACT Unitholders (not being Depositors) should note that they will not be able to trade in such Consideration Units on the SGX-ST unless they have a Securities Account and make appropriate arrangements for their respective entitlements to the Consideration Units to be credited into their Securities Account; and

(b) **Entitled MNACT Unitholders whose MNACT Units are deposited with CDP**

deliver the confirmation notes for the relevant number of Consideration Units to each Entitled MNACT Unitholder by sending the same to CDP. CDP shall send to such Entitled MNACT Unitholder (being a Depositor) who has elected to receive the Scrip-Only Consideration or the Cash-and-Scrip Consideration, by sending the same to CDP. CDP shall send to such Entitled MNACT Unitholder a statement showing the number of Consideration Units credited to his/her/its Securities Account, by ordinary post at his/her/its address (such address as appearing in the Depository Register on the date that such statement is generated) at the sole risk of such Entitled MNACT Unitholder, or in the case of joint Entitled MNACT Unitholders who have elected to receive the Scrip-Only Consideration or the Cash-and-Scrip Consideration, to the first named Entitled MNACT Unitholder by ordinary post at his/her/its address as appearing in the Depository Register on the date that such statement is generated, at the sole risk of such joint Entitled MNACT Unitholders.

All mandates or other instructions given by any Entitled MNACT Unitholder relating to the payment of distributions by MNACT or relating to notices, annual reports or other communications in force on the Relevant Date shall, unless and until specifically revoked in writing, be deemed on and from the Effective Date to be an effective mandate or, as the case may be, an effective instruction in respect of his/her/its corresponding holding of Consideration Units.

5.9 The despatch of payment of the cash component of the Cash-and-Scrip Consideration or the Cash-Only Consideration and delivery of confirmation notes in accordance with this Paragraph 5 shall be deemed as a good discharge to MCT, the MCT Manager, the MCT Trustee and CDP of the cash component of the Cash-and-Scrip Consideration and the Cash-Only Consideration and of the Consideration Units represented thereby. Entitled MNACT Unitholders should note that no further action is required in relation to the Scheme Consideration by any of MCT, the MCT Manager, the MCT Trustee, MNACT, the MNACT Manager, the MNACT Trustee and CDP upon despatch of payment of the cash component of the Cash-and-Scrip Consideration or the Cash-Only Consideration and delivery of confirmation notes in accordance with this Paragraph 5.

5.10 Following the Effective Date, each existing confirmation note representing a former holding of MNACT Units by Entitled MNACT Unitholders (not being Depositors) will cease to be evidence of title of the MNACT Units represented thereby. The Entitled MNACT Unitholders (not being depositors) shall forward their existing confirmation notes relating to their MNACT Units to the MNACT Manager at 10 Pasir Panjang Road, #13-01 Mapletree Business City, Singapore 117438 as soon as possible, but not later than seven Business Days after the Effective Date for cancellation.

6. EFFECTIVE DATE

6.1 The Trust Scheme shall become effective upon written notification to the Monetary Authority of Singapore of the grant of the Trust Scheme Court Order, which shall be effected by or on behalf of the MCT Manager:

(a) on a date to be mutually agreed in writing between the MCT Manager and the MNACT Manager, being a date within 30 Business Days from the date that the last of the Conditions set out in Paragraphs 4.3(a)(i) (*Unitholders' Approvals*), 4.3(a)(ii) (*Regulatory Approvals*), 4.3(a)(iii) (*Tax Approvals*), 4.3(a)(viii) (*Authorisations and Consents*) and 4.3(a)(ix) (*Third Parties*) of the Letter to MNACT Unitholders is satisfied or waived, as the case may be, in accordance with the terms of the Implementation Agreement, or such longer period as the MCT Manager and the MNACT Manager may agree in writing; and

(b) provided that the Conditions set out in Paragraphs 4.3(a)(iv) (*No Legal or Regulatory Restraint*), 4.3(a)(v) (*No Prescribed Occurrence*), 4.3(a)(vi) (*No Breach of Warranties*) and 4.3(a)(vii) (*No Material Adverse Effect*) of the Letter to MNACT Unitholders are satisfied or waived on the Relevant Date, as the case may be, in accordance with the terms of the Implementation Agreement.

6.2 Unless this Trust Scheme shall have become effective and binding as aforesaid on or before the Long-Stop Date, this Trust Scheme shall lapse.

6.3 The MNACT Manager, the MNACT Trustee, the MCT Manager and the MCT Trustee may jointly consent, for and on behalf of all concerned, to any modification of, or amendment to, this Trust Scheme or to any condition which the Court may think fit to approve or impose.

6.4 In the event that this Trust Scheme does not become effective and binding for any reason, the expenses and costs incurred by the MNACT Manager in connection with this Trust Scheme will be paid out of the assets of MNACT.

7. PROPER LAW AND JURISDICTION

7.1 This Trust Scheme shall be governed by, and construed in accordance with, the laws of the Republic of Singapore.

7.2 MNACT, the MNACT Manager, the MNACT Trustee, MCT, the MCT Manager, the MCT Trustee and MNACT Unitholders hereby irrevocably submit to the exclusive jurisdiction of the courts of the Republic of Singapore.

8. CONTRACTS (RIGHTS OF THIRD PARTIES) ACT 2001 OF SINGAPORE

A person who is not a party to this Trust Scheme has no rights under the Contracts (Rights of Third Parties) Act 2001 of Singapore to enforce any term or provision of this Trust Scheme.

9. CAPACITY AND LIABILITY OF THE MNACT TRUSTEE

9.1 Notwithstanding any provision to the contrary in this Trust Scheme (for which this Paragraph shall always prevail), the Parties agree and acknowledge that DBS Trustee Limited has entered into this Trust Scheme solely in its capacity as trustee of MNACT and not in its personal capacity and all references to the MNACT Trustee in this Trust Scheme shall be construed accordingly. As such, notwithstanding any provision to the contrary in this Trust Scheme, DBS Trustee Limited has assumed all obligations under this Trust Scheme solely in its capacity as trustee of MNACT and not in its personal capacity and any liability of or indemnity, covenant, undertaking, representation and/or warranty given or to be given by the MNACT Trustee under this Trust Scheme is given by DBS Trustee Limited in its capacity as trustee of MNACT and not in its personal capacity and any power and right conferred on any receiver, attorney, agent and/or delegate is limited to the assets of or held on trust for MNACT over which DBS Trustee Limited in its capacity as trustee of MNACT has recourse and shall not extend to any personal assets of DBS Trustee Limited or any assets held by DBS Trustee Limited in its capacity as trustee of any other trust. Any obligation, matter, act, action or thing required to be done, performed, or undertaken or any covenant, representation, warranty or undertaking given by the MNACT Trustee under this Trust Scheme shall only be in connection with the matters relating to MNACT and shall not extend to the obligations of DBS Trustee Limited in respect of any other trust or real estate investment trust of which it is a trustee.

9.2 Notwithstanding any provision to the contrary in this Trust Scheme, the Parties hereby acknowledge and agree that the obligations of the MNACT Trustee under this Trust Scheme shall be solely the corporate obligations of DBS Trustee Limited, and that the Parties shall not have any recourse against the shareholders, directors, officers or employees of DBS Trustee Limited for any claims, losses, damages, liabilities or other obligations whatsoever in connection with any of the transactions contemplated by the provisions of this Trust Scheme.

9.3 For the avoidance of doubt, any legal action or proceedings commenced against the MNACT Trustee whether in Singapore or elsewhere pursuant to this Trust Scheme shall be brought against DBS Trustee Limited in its capacity as trustee of MNACT and not in its personal capacity.

9.4 The provisions of this Paragraph 9 shall survive the completion, termination or rescission of this Trust Scheme and shall apply, *mutatis mutandis*, to any notice, certificate or other document which the MNACT Trustee issues under or pursuant to this Trust Scheme, as if expressly set out therein.

Dated this 29th day of April 2022

APPENDIX S – NOTICE OF TRUST SCHEME MEETING

NOTICE OF TRUST SCHEME MEETING

IN THE HIGH COURT OF THE REPUBLIC OF SINGAPORE

HC/OS 109/2022

In the Matter of Order 80 of the Rules of Court (Cap. 322, R5, 2014 Rev Ed)

And

In the Matter of MAPLETREE NORTH ASIA COMMERCIAL TRUST (a real estate investment trust constituted on 14 February 2013 under the laws of the Republic of Singapore)

1. **MAPLETREE NORTH ASIA COMMERCIAL TRUST MANAGEMENT LTD. (in its capacity as manager of MAPLETREE NORTH ASIA COMMERCIAL TRUST) (Singapore UEN: 201229323R)**

2. **DBS TRUSTEE LIMITED (in its capacity as trustee of MAPLETREE NORTH ASIA COMMERCIAL TRUST) (Singapore UEN: 197502043G)**

... Applicants

TRUST SCHEME OF ARRANGEMENT

Between

Mapletree North Asia Commercial Trust Management Ltd.
(in its capacity as manager of Mapletree North Asia Commercial Trust)

DBS Trustee Limited
(in its capacity as trustee of Mapletree North Asia Commercial Trust)

And

MNACT Unitholders (as defined herein)

And

Mapletree Commercial Trust Management Ltd.
(in its capacity as manager of Mapletree Commercial Trust)

DBS Trustee Limited
(in its capacity as trustee of Mapletree Commercial Trust)

NOTICE IS HEREBY GIVEN that by Orders of the Court (as defined below) made in the above matter, the High Court of the Republic of Singapore (the "**Court**") has directed a meeting (the "**Trust Scheme Meeting**") of the holders of the issued and paid-up units of Mapletree North Asia Commercial Trust ("**MNACT**" and such units, the "MNACT Units" with each holder of MNACT Units hereinafter referred to as a "**MNACT Unitholder**") to be convened. Such Trust Scheme Meeting shall be convened and held by way of electronic means **at 3.00 p.m. on Monday, 23 May 2022 (Singapore Time)** (or as soon thereafter following the conclusion of the Extraordinary General Meeting, whichever is later), for the purpose of considering and, if thought fit, passing the following

resolution (all capitalised terms used in this Notice which are not otherwise defined herein shall bear the meanings ascribed to them in the scheme document dated 29 April 2022 issued by the MNACT Manager to MNACT Unitholders (the "**Scheme Document**")):

THE TRUST SCHEME RESOLUTION

That:

(a) subject to and contingent upon the passing of the MNACT Trust Deed Amendments Resolution at the Extraordinary General Meeting, the trust scheme of arrangement dated 29 April 2022 proposed to be made in accordance with the MNACT Trust Deed (as amended pursuant to the MNACT Trust Deed Amendments Resolution at the Extraordinary General Meeting) and in compliance with the Code, between (i) the MNACT Manager, (ii) the MNACT Trustee, (iii) MNACT Unitholders, (iv) the MCT Manager and (v) the MCT Trustee, a copy of which has been circulated with the Notice convening this Trust Scheme Meeting, be and is hereby approved; and

(b) the MNACT Manager and the MNACT 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) as the MNACT Manager and/or the MNACT Trustee may consider expedient or necessary or in the interests of MNACT to give effect to the Trust Scheme.

Important Notice:

The Trust Scheme Meeting will be held pursuant to the orders of the Court dated 21 February 2022 and 11 April 2022 ("**Orders of the Court**") by way of electronic means adopting the arrangements set out in the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Notice and Proxy Form B (Trust Scheme Meeting) have been sent to MNACT Unitholders. In addition, this Notice and Proxy Form B (Trust Scheme Meeting) have been made available to MNACT Unitholders by electronic means via publication on MNACT's website at www.mapletreenorthasiacommercialtrust.com ("**MNACT's Website**"), and on the website of the Singapore Exchange Securities Trading Limited at www.sgx.com/securities/company-announcements ("**SGXNET**"). MNACT Unitholders can also scan the QR code below to access the Proxy Form B (Trust Scheme Meeting).

As a precautionary measure due to the constantly evolving COVID-19 situation in Singapore, **MNACT Unitholders and persons (including CPFIS Investors and SRS Investors) who hold MNACT Units through a Relevant Intermediary (as defined below) will not be able to physically attend the Trust Scheme Meeting in person.** Alternative arrangements relating to attendance at the Trust Scheme Meeting via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Trust Scheme Meeting in advance of the Trust Scheme Meeting or by submitting text-based questions during the Trust Scheme Meeting via the online chat box, addressing of such substantial and relevant questions submitted in advance of the Trust Scheme Meeting, or during the Trust Scheme Meeting, and voting by appointing the Chairman of the Trust Scheme Meeting as proxy at the Trust Scheme Meeting, are set out in the Scheme Document. Any reference to a time of day is made by reference to Singapore time.

MNACT Unitholders and persons (including CPFIS Investors and SRS Investors) who hold MNACT Units through a Relevant Intermediary will be able to observe and/or listen to the Trust Scheme Meeting proceedings through a live audio-visual webcast or live audio-only stream via their mobile phones, tablets or computers. In order to do so, MNACT Unitholders and persons (including CPFIS Investors and SRS Investors) who hold MNACT Units through a Relevant Intermediary must pre-register via the pre-registration website at go.lumiengage.com/mnactegmsm2022 from the date of this Notice to **2.30 p.m. on Friday, 20 May 2022** to enable the MNACT Manager to verify their status as a MNACT Unitholder and a person (including CPFIS Investor and SRS Investor) who holds MNACT Units through a Relevant Intermediary.

Following the verification, authenticated MNACT Unitholders and persons (including CPFIS Investors and SRS Investors) who hold MNACT Units through a Relevant Intermediary will each receive an email which will contain an unique user ID and password details, as well as instructions on how to access the live audio-visual webcast and live audio-only stream of the Trust Scheme Meeting proceedings and submit text-based questions during the Trust Scheme Meeting via the online chat box. MNACT Unitholders and persons (including CPFIS Investors and SRS Investors) who hold MNACT Units through a Relevant Intermediary who have not received the email by **2.30 p.m. on Sunday, 22 May 2022** but have pre-registered by the **2.30 p.m. deadline on Friday, 20 May 2022** should immediately contact the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at +65 6230 9580/+65 6230 9586 during office hours or email to srs.teamd@boardroomlimited.com.

MNACT Unitholders and persons (including CPFIS Investors and SRS Investors) who hold MNACT Units through a Relevant Intermediary are encouraged to submit questions (if any) related to the resolution to be tabled for approval at the Trust Scheme Meeting to the Chairman of the Trust Scheme Meeting, in advance of the Trust Scheme Meeting. MNACT Unitholders and persons (including CPFIS Investors and SRS Investors) who hold MNACT Units through a Relevant Intermediary will also be able to raise questions (if any) at the Trust Scheme Meeting by submitting text-based questions through the live audio-visual webcast via an online chat box within a prescribed time limit.

Electronic copies of the Scheme Document may be accessed at MNACT's Website and SGXNET. A MNACT Unitholder will need an internet browser and PDF reader to view the documents on MNACT's Website and SGXNET. MNACT Unitholders may obtain printed copies of the Scheme Document by completing and returning the request form accompanying the notices of and proxy forms for the EGM and the Trust Scheme Meeting to the MNACT Manager no later than **2.30 p.m. on Monday, 16 May 2022**. A printed copy of the Scheme Document will be sent to the address in Singapore specified by the MNACT Unitholder at his/her/its own risk.

An overseas MNACT Unitholder may write in to the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632 or email the Unit Registrar at srs.teamd@boardroomlimited.com to request for the Scheme Document and any related documents to be sent to an address in Singapore by ordinary post at his/her/its own risk, up to four (4) Market Days prior to the date of the Trust Scheme Meeting (i.e. no later than **2.30 p.m. on Monday, 16 May 2022**).

Notes:

(1) A copy of the said Trust Scheme is incorporated in the Scheme Document of which this Notice forms part.

(2) By the Orders of the Court, the MNACT Manager has been granted liberty to convene and hold the Trust Scheme Meeting by way of electronic means.

(3) If a MNACT Unitholder (whether individual or corporate) wishes to exercise his/her/its voting rights at the Trust Scheme Meeting, he/she/it must appoint the Chairman of the Trust Scheme Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Trust Scheme Meeting, PROVIDED THAT if the MNACT Unitholder is a depositor, the MNACT Manager shall be entitled and bound to reject any Proxy Form B (Trust Scheme Meeting) lodged if the MNACT Unitholder, being the appointor, is not shown to have any MNACT Units entered against the MNACT Unitholder's name in the Depository Register as at 72 hours before the time of the Trust Scheme Meeting, as certified by CDP to the MNACT Manager.

In appointing the Chairman of the Trust Scheme Meeting as his/her/its proxy, a MNACT Unitholder must give specific instructions as to voting, or abstention from voting, in respect of the Trust Scheme Resolution in the Proxy Form B (Trust Scheme Meeting), failing which the appointment of the Chairman of the Trust Scheme Meeting as proxy for the Trust Scheme Resolution will be treated as invalid.

A MNACT Unitholder voting by appointing the Chairman of the Trust Scheme Meeting as proxy shall, unless the MNACT Unitholder abstains from voting entirely, be included in the count of MNACT Unitholders present and voting at the Trust Scheme Meeting as if that MNACT Unitholder was voting in person. The votes of the Chairman of the Trust Scheme Meeting shall be counted as the votes of the number of appointing MNACT Unitholders.

Pursuant to the Orders of the Court, each MNACT Unitholder (other than a Relevant Intermediary) may only cast all the votes it uses at the Trust Scheme Meeting in one way. MNACT Unitholders who are Relevant Intermediaries need not cast all the votes they use in the same way provided that each vote is exercised in relation to a different MNACT Unit.

The said Trust Scheme will be subject to, *inter alia*, the subsequent approval of the Court.

The Proxy Form B (Trust Scheme Meeting) appointing the Chairman of the Trust Scheme Meeting as proxy must be submitted in the following manner:

(i) if submitted by post, be lodged at the office of the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or

(ii) if submitted electronically, by submitted via email to srs.teamd@boardroomlimited.com,

in either case, by **3.00 p.m. on Friday, 20 May 2022**, being 72 hours before the time fixed for the Trust Scheme Meeting.

A MNACT Unitholder who wishes to submit a Proxy Form B (Trust Scheme Meeting) must first download, complete and sign the Proxy Form B (Trust Scheme Meeting), before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

MNACT Unitholders are strongly encouraged to submit completed Proxy Forms B (Trust Scheme Meeting) electronically via email.

(4) In order for MNACT Unitholders and persons (including CPFIS Investors and SRS Investors) who hold MNACT Units through a Relevant Intermediary to submit questions in advance of the Trust Scheme Meeting, the questions must be submitted in the following manner, and must be received no later than **2.30 p.m. on Saturday, 14 May 2022**:

(i) by post to the office of the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or

(ii) via the pre-registration website at go.lumiengage.com/mnactegmsm2022; or

(iii) via email to the MNACT Manager, at enquiries_mnact@mapletree.com.sg.

MNACT Unitholders and persons (including CPFIS Investors and SRS Investors) who hold MNACT Units through a Relevant Intermediary who submit questions by post or via the pre-registration website at go.lumiengage.com/mnactegmsm2022 or via email must provide the following information for authentication:

(a) the MNACT Unitholder's full name;

(b) the MNACT Unitholder's address; and

(c) the manner in which the MNACT Unitholder holds MNACT Units (e.g., via CDP, CPFIS or SRS).

Please note that the MNACT Manager will not be able to answer questions from persons who provide insufficient details to enable the MNACT Manager to verify his/her/its status as MNACT Unitholders, CPFIS Investors or SRS Investors (as the case may be).

Authenticated MNACT Unitholders and persons (including CPFIS Investors and SRS Investors) who hold MNACT Units through a Relevant Intermediary will also be able to raise questions related to the resolution to be tabled for approval at the Trust Scheme Meeting through the live audio-visual webcast platform at the Trust Scheme Meeting by submitting text-based questions via an online chat box within a prescribed time limit.

The MNACT Manager will endeavour to publish the responses to substantial and relevant questions which are received before **2.30 p.m. on Saturday, 14 May 2022** on MNACT's Website and on SGXNET. These responses will be published by **3.00 p.m. on Tuesday, 17 May 2022**, being at least 72 hours before the deadline for MNACT Unitholders to deposit their Proxy Form B (Trust Scheme Meeting) to vote at the Trust Scheme Meeting. The MNACT Manager will also address any substantial and relevant questions which have not already been addressed prior to the Trust Scheme Meeting during the Trust Scheme Meeting through the live audio-visual webcast or live audio-only stream. Where substantially similar questions are received, the MNACT Manager will consolidate such questions and consequently, not all questions may be individually addressed. The MNACT Manager will publish the minutes of the Trust Scheme Meeting on MNACT's Website and on SGXNET, and the minutes will include the responses to the substantial and relevant questions which are addressed during the Trust Scheme Meeting.

(5) Pursuant to the Orders of the Court, Mr. Lawrence Wong Liang Ying, or failing him, any director of the MNACT Manager, shall act as Chairman of the Trust Scheme Meeting and the Court has further directed the Chairman of the Trust Scheme Meeting to report the results thereof to the Court.

(6) Persons who hold MNACT Units through a Relevant Intermediary, and who wish to participate in the Trust Scheme Meeting by (a) observing and/or listening to the Trust Scheme Meeting proceedings through the live audio-visual webcast or live audio-only stream; (b) submitting questions in advance of the Trust Scheme Meeting; (c) submitting text-based questions during the Trust Scheme Meeting via the online chat box; and/or (d) appointing the Chairman of the Trust Scheme Meeting as proxy to attend, speak and vote on their behalf at the Trust Scheme Meeting, should contact the Relevant Intermediary through which they hold such MNACT Units as soon as possible in order to make the necessary arrangements for them to participate in the Trust Scheme Meeting.

CPFIS Investors and SRS Investors who wish to participate in the Trust Scheme Meeting by (a) observing and/or listening to the Trust Scheme Meeting proceedings through the live audio-visual webcast or live audio-only stream; (b) submitting questions in advance of the Trust Scheme Meeting; and (c) submitting text-based questions during the Trust Scheme Meeting via the online chat box, should follow the steps for pre-registration set out in the Important Notice and submission of questions set out in Note (4) above. In addition, CPFIS Investors and SRS Investors who wish to appoint the Chairman of the Trust Scheme Meeting as proxy to vote on their behalf at the Trust Scheme Meeting should approach their respective CPF Agent Banks or SRS Agent Banks to submit their votes by **3.00 p.m. on Tuesday, 10 May 2022**, being seven (7) working days before the date of the Trust Scheme Meeting.

(7) The Chairman of the Trust Scheme Meeting, as proxy, need not be a MNACT Unitholder.

(8) **As a precautionary measure due to the constantly evolving COVID-19 situation in Singapore, the MNACT Manager may be required to change the arrangements for the Trust Scheme Meeting at short notice. MNACT Unitholders and persons (including CPFIS Investors and SRS Investors) who hold MNACT Units through a Relevant Intermediary should check MNACT's Website for the latest updates on the status of the Trust Scheme Meeting.**

(9) "Relevant Intermediary" means:

(i) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds MNACT Units in that capacity;

(ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore, and who holds MNACT Units in that capacity; or

(iii) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore, in respect of MNACT Units purchased under the subsidiary legislation made under the Central Provident Fund Act 1953 of Singapore providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Central Provident Fund Board holds those MNACT Units in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation,

Personal Data Privacy

By (i) submitting an instrument appointing the Chairman of the Trust Scheme Meeting as proxy to attend, speak and vote at the Trust Scheme Meeting and/or any adjournment thereof, (ii) completing the pre-registration for the Trust Scheme Meeting in accordance with this Notice, or (iii) submitting any questions prior to the Trust Scheme Meeting or during the Trust Scheme Meeting in accordance with this Notice, a MNACT Unitholder consents to the collection, use and disclosure of the MNACT Unitholder's personal data by the MNACT Manager and the MNACT Trustee (or their agents) for the following purposes:

(a) the processing and administration by the MNACT Manager and the MNACT Trustee (or their agents) of proxies and representatives appointed for the Trust Scheme Meeting as a proxy for the Trust Scheme Meeting (including any adjournment thereof);

(b) the processing of the pre-registration for purposes of granting access to MNACT Unitholders (or their corporate representatives in the case of MNACT Unitholders which are legal entities) to the Trust Scheme Meeting and providing them with any technical assistance where necessary;

(c) addressing relevant and substantial questions from MNACT Unitholders and persons (including CPFIS Investors and SRS Investors) who hold MNACT Units through a Relevant Intermediary received before or at the Trust Scheme Meeting and if necessary, following up with the relevant MNACT Unitholders and persons (including CPFIS Investors and SRS Investors) who hold MNACT Units through a Relevant Intermediary in relation to such questions;

(d) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Trust Scheme Meeting (including any adjournment thereof); and

(e) in order for the MNACT Manager and the MNACT Trustee (or their agents) to comply with any applicable laws, listing rules, regulations and/or guidelines.

Dated this 29th day of April 2022

By Order of the Court

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