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

ANNOUNCEMENT

THE PROPOSED ACQUISITION OF A PROPERTY IN JAPAN

1. Introduction

Mapletree Logistics Trust Management Ltd., as manager of Mapletree Logistics Trust ("**MLT**", and as manager of MLT, the "**Manager**"), is pleased to announce that Sazanka Tokutei Mokuteki Kaisha ("**Sazanka TMK**")[1] has on 28 January 2020 entered into a conditional trust beneficial interest sale and purchase agreement (the "**TBI Sale and Purchase Agreement**") with Ajisai TMK, an associate of Mapletree Investments Pte Ltd ("**MIPL**" or the "**Sponsor**", and Ajisai TMK, the "**Vendor**") to acquire the trust beneficial interest of Mapletree Kobe Logistics Centre (the "**Property**") for a purchase consideration which is based on the agreed property value of JPY22,200.0 million (approximately S$272.5 million) (the "**Agreed Property Value**") (as described herein) (the "**TMK Consideration**"), for MLT to acquire an effective interest of 98.47%[2] in the Property (the "**Proposed Acquisition**"). MLT will have a 98.47% interest in Sazanka TMK and will be liable to pay 98.47% of the TMK Consideration for its effective interest in the Property (the "**Effective Consideration**"), which will be satisfied fully in cash.

2. Structure of the Proposed Acquisition

Recently completed in April 2019, the Property is a 4-storey logistics facility strategically located within an established logistics cluster in Kobe. It is a facility with modern Grade A specifications such as double rampways, large floorplates, clear height of 5.5 metres, floor loading of 1.5 tons per square metre and 11.8 metres by 12.2 metres column-to-column span. The Property is currently 99.7% occupied and has attracted a high-quality and diversified tenant mix comprising seven established and reputable tenants.

Currently, the legal title of the Property is wholly-owned by the Vendor. To facilitate the Proposed Acquisition, the legal title of the Property will be transferred to Sumitomo Mitsui Trust Bank, Limited (the "**Trust Bank**"), a licensed trust bank, by the Vendor, to be held on trust ("**Entrustment**"). Following Entrustment, the trust beneficial interest in the Property will

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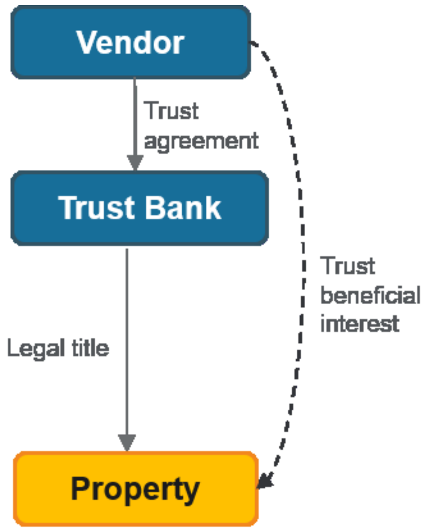
1 A *tokutei mokuteki kaisha* ("**TMK**") is a common structure adopted for investment in real estate under Japanese law. The TMK structure is a tax-efficient structure specifically designed for the purpose of issuing asset-backed securities under TMK laws.

2 While MLT will hold an effective interest of 98.47% in the Property upon completion of the Proposed Acquisition (the "**Completion**"), all property and financial-related figures (e.g. GRI, net property income, weighted average lease expiry ("**WALE**"), occupancy, trade sector breakdown, valuation, gross floor area and net lettable area ("**NLA**")) stated in this announcement for the Property and the Enlarged Portfolio are based on 100.0% effective interest in the Property, unless otherwise stated. For illustrative purposes, certain JPY amounts have been translated into Singapore dollars based on the exchange rate on 21 January 2020 of S$1.00 = JPY81.48 and rounded off to one decimal place (unless otherwise stated). "**GRI**" shall mean gross rental income, which consists of fixed rent (comprising base rent, service charges, chilled water charges and promotional levy, where applicable) and turnover rent (which is rent calculated by reference to a pre-determined percentage of the tenant's sales turnover, where applicable), recognised on a cash basis. The "**Enlarged Portfolio**" comprises (i) the 143 properties held by MLT as at 31 December 2019 (the "**Existing Portfolio**") and (ii) the Property.

be held by the Vendor. The trust beneficial interest is a means by which the holder is entitled to the economic interest of the underlying assets. Entrustment shall take place on the date of Completion (as defined herein) (the "**Completion Date**").



The Vendor is indirectly held by MJLD Pte. Ltd. ("**MJLD**") through a TMK. MJLD is a private real estate closed-end fund which is managed by MIJ (as defined herein) with Mapletree Real Estate Advisors Pte. Ltd. ("**MREAL**") as the investment advisor. Both MIJ and MREAL are indirect wholly-owned subsidiaries of the Sponsor. The Sponsor holds an approximate 38.24% stake in MJLD. Apart from the Sponsor, the remaining investors of MJLD include indirect wholly-owned subsidiaries of Temasek Holdings (Private) Limited.

Sazanka TMK is currently wholly-owned by MapletreeLog Sazanka Pte. Ltd. ("**SGCo1**"), a private limited company incorporated in Singapore, which is in turn wholly-owned by MLT. SGCo1 currently holds an issued share capital of JPY400,000 (approximately S$4,909) represented by eight specified shares (also known as common shares) in Sazanka TMK. SGCo1 will also hold 49.0% of the total issued preferred share capital of Sazanka TMK upon Completion. Ippan Shadan Hojin Hinageshi, a non-profit association which is a bankruptcy remote entity established under Japanese law, known as an "*Ippan Shadan Hojin*", will hold a golden share in SGCo1 and thus will have voting rights in relation to certain matters, including liquidation and changes to Sazanka TMK's and SGCo1's constitution, for the purposes of making SGCo1 and Sazanka TMK bankruptcy-remote vehicles.

The remaining 51.0% of the total issued preferred share capital of Sazanka TMK will be held by Godo Kaisha Hinageshi ("**Hinageshi GK**")[3] upon Completion. Pursuant to a *Tokumei Kumiai* agreement, or the silent partnership agreement (the "**Silent Partnership Agreement**"), which forms and governs the *Tokumei Kumiai* relationship between MapletreeLog Hinageshi Pte. Ltd. ("**SGCo2**"), a private limited company incorporated in Singapore, and Hinageshi GK, SGCo2 currently holds the *Tokumei Kumiai* interest, which will entitle the holder to the economic interest of the underlying asset upon Completion, in Hinageshi GK which, with a subsequent agreed-upon capital contribution from SGCo2, entitles SGCo2 to 97.0% of the economic interest in Hinageshi GK. Pursuant to the terms of the Silent Partnership Agreement, SGCo2 will be entitled to 97.0% of the profits generated and will be required to

3 A *Godo Kaisha* ("**GK**") is a common structure adopted for investment in real estate under Japanese law. The GK corporate structure is similar to that of a limited liability company, with the members of the GK both owning and managing the GK (or certain member(s) owning but not managing the GK, as specified in its articles of incorporation).

bear 97.0% of the losses incurred by Hinageshi GK, provided that SGCo2's liability for the losses shall not exceed its contribution and the share of unpaid profits attributable to SGCo2. SGCo2 is wholly-owned by SGCo1. The balance 3.0% of the economic interest will be retained by Hinageshi GK through the non-managing member interest which MIJ will be subscribing for in Hinageshi GK at or around the same time that SGCo2 contributes the TK Investment (as defined herein). MIJ will be entitled to the balance 3.0% of the economic interest retained by Hinageshi GK.

To partly fund the TMK Consideration, MLT will on or before the Completion Date, through:

(i) SGCo1, contribute JPY3,151.4 million (approximately S$38.7 million) (the "**SGCo1 Subscription Price**") into Sazanka TMK by subscribing for 49.0% of the total issued preferred share capital of Sazanka TMK (the "**SGCo1 TMK Preferred Shares**") pursuant to a subscription agreement which will be entered into between SGCo1, Hinageshi GK and Sazanka TMK (the "**Sazanka TMK Preferred Shares Subscription Agreement**"); and

(ii) SGCo2, contribute JPY3,181.6 million (approximately S$39.0 million) (the "**TK Investment**")[4] into Hinageshi GK pursuant to the Silent Partnership Agreement, and together with the proportionate contribution of JPY98.4 million (approximately S$1.2 million) from MIJ into Hinageshi GK, Hinageshi GK will enter into the Sazanka TMK Preferred Shares Subscription Agreement and subscribe for 51.0% of the total issued preferred share capital of Sazanka TMK (the "**GK TMK Preferred Shares**").

The balance of the TMK Consideration will be funded out of the proceeds from onshore JPY bonds to be issued and loan facilities to be obtained by Sazanka TMK in Japan.

Through SGCo2's 97.0% economic interest in Hinageshi GK and Hinageshi GK's 51.0% preferred shareholding in Sazanka TMK, MLT will effectively have an economic interest in 49.47% of Sazanka TMK and hence the Property. Together with SGCo1's 49.0% preferred shareholding in Sazanka TMK, MLT will have an effective economic interest of 98.47% in Sazanka TMK and hence, the Property, upon Completion. The balance 1.53% effective interest will be held by MIJ through its non-managing member interest in Hinageshi GK.

Post-Completion, the legal title to the Property will continue to be held by the Trust Bank while the trust beneficial interest in the Property will be held by Sazanka TMK.

The Effective Consideration (being 98.47% of the TMK Consideration)[5] shall comprise the SGCo1 Subscription Price and the TK Investment together with the onshore JPY bonds and loan facilities to be obtained by Sazanka TMK in Japan. The Effective Consideration will be satisfied fully in cash.

As the legal title holder of the Property, the Trust Bank will be responsible for the management of the Property, and in this regard, pursuant to the Japan Property Management Agreement (as defined herein), MMSJ (as defined herein) will be appointed as the property manager.

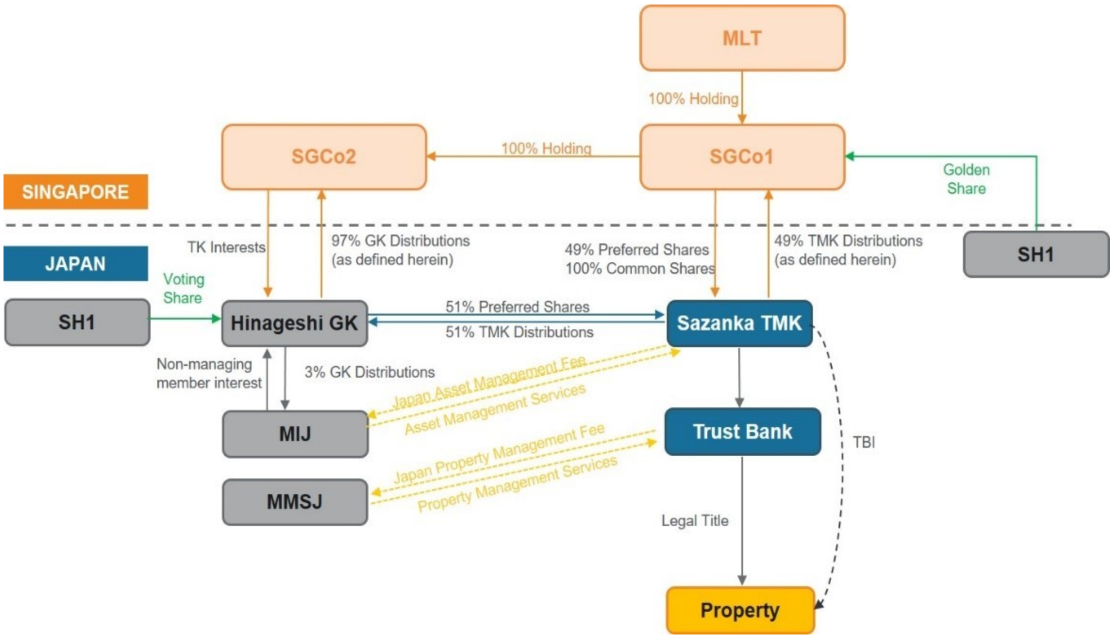
On the Completion Date, Sazanka TMK will also enter into the Japan Asset Management

4 This includes the JPY1.0 billion investment by SGCo2 into Hinageshi GK for purposes of application for the status of a Qualified Institutional Investor by SGCo2. "**Qualified Institutional Investor**" refers to tekikaku-kikan-toshika status as provided in Article 2, Paragraph 3, Sub-paragraph 1 of the Financial Instruments and Exchange Law (Law No. 25 of 1948, as amended) ("**FIEL**") and Article 10 of the Cabinet Ordinance regarding Definitions as Provided in Article 2 of the FIEL (Ministry of Finance Ordinance No. 14 of 1993, as amended).

5 Being the amount attributable to the 98.47% effective interest in the Property to be acquired by MLT.

Agreement (as defined herein) with MIJ, pursuant to which Sazanka TMK will sub-contract its day-to-day operations to the Japan Asset Manager (as defined herein). In consideration of the asset management services provided to Sazanka TMK, the Japan Asset Manager will be entitled to receive the Japan Asset Management Fee (as defined herein).

The diagram below sets out the relationships between the various parties following Completion.



Legend

Hinageshi GK: Godo Kaisha Hinageshi

MIJ: Mapletree Investments Japan Kabushiki Kaisha

MLT: Mapletree Logistics Trust

MMSJ: Mapletree Management Services Japan Kabushiki Kaisha

Sazanka TMK: Sazanka Tokutei Mokuteki Kaisha

SGCo1: MapletreeLog Sazanka Pte. Ltd., a private limited company incorporated in Singapore

SGCo2: MapletreeLog Hinageshi Pte. Ltd., a private limited company incorporated in Singapore

SH1: Ippan Shadan Hojin Hinageshi, a non-profit association which is a bankruptcy remote entity established under Japanese law, known as an "*Ippan Shadan Hojin*"

Trust Bank: Sumitomo Mitsui Trust Bank, Limited, a licensed trust bank

3. Valuation

The Agreed Property Value, for the purposes of the TMK Consideration, was arrived at on a willing-buyer and willing-seller basis after taking into account the two independent valuations of the Property as at 1 December 2019 and the highest bid received by MJLD from a third party in a competitive bid process.

In this respect, HSBC Institutional Trust Services (Singapore) Limited (as trustee of MLT) (the "**Trustee**") and the Manager have each commissioned an independent property valuer (the "**Independent Valuers**"), to value the Property. In arriving at the open market value of the Property, the Independent Valuers relied on the following valuation methods:

	Independent Valuer appointed by the Trustee	**Valuation Method of Independent Valuer appointed by the Trustee**	**Independent Valuer appointed by the Manager**	**Valuation Method of Independent Valuer appointed by the Manager**
The Property	CBRE K.K.	Income Approach and Cost Approach	International Appraisals Incorporated	Income Approach, Sales Comparison Approach and Cost Approach

The Agreed Property Value is JPY22,200.0 million (S$272.5 million), representing a discount of approximately 0.4% to CBRE K.K.'s valuation of JPY22,300.0 million (S$273.7 million) as at 1 December 2019 and a discount of approximately 2.2% to International Appraisals Incorporated's valuation of JPY22,700.0 million (S$278.6 million) as at 1 December 2019.

4. Certain Terms and Conditions of the Relevant Agreements

4.1 Silent Partnership Agreement

The principal terms of the Silent Partnership Agreement include, among others, the following conditions precedent to SGCo2's obligation to contribute the TK Investment into Hinageshi GK:

(i) all representations and warranties of Hinageshi GK are true and accurate in all material respects;

(ii) Hinageshi GK has performed in all respects, all obligations as required to be performed by it under the Silent Partnership Agreement;

(iii) the TBI Sale and Purchase Agreement being in full force and effect and there are no material breaches thereof by the Vendor and the Sazanka TMK Preferred Shares Subscription Agreement being in full force and effect and there are no material breaches thereof by Sazanka TMK;

(iv) the approval of holders of units in MLT ("**Units**", and the holders of Units, "**Unitholders**") for the Proposed Acquisition having been obtained at an Extraordinary

General Meeting of the Unitholders (the "**EGM**");

(v) the fulfilment of all conditions precedent in the TBI Sale and Purchase Agreement (unless otherwise waived), save for any condition precedent requiring the TBI Sale and Purchase Agreement to be unconditional; and

(vi) SGCo2 having obtained the status of a Qualified Institutional Investor.

4.2 Sazanka TMK Preferred Shares Subscription Agreement

Pursuant to the Sazanka TMK Preferred Shares Subscription Agreement, SGCo1 and Hinageshi GK agreed to subscribe for the Preferred Shares[6].

The principal terms of the Sazanka TMK Preferred Shares Subscription Agreement include, among others, the following conditions precedent:

(i) the representations and warranties by Sazanka TMK are true and accurate as of the payment due date for the subscription of the Preferred Shares by Hinageshi GK and SGCo1;

(ii) Unitholders' approval for the Proposed Acquisition having been obtained at the EGM;

(iii) financing for the Proposed Acquisition having been obtained;

(iv) SGCo2 having obtained the status of a Qualified Institutional Investor;

(v) the TBI Sale and Purchase Agreement being in full force and effect and there are no material breaches thereof by the Vendor;

(vi) all other conditions precedent in the TBI Sale and Purchase Agreement having been fulfilled or otherwise waived;

(vii) an asset liquidation plan (the "**ALP**") having been filed with the Local Finance Bureau; and

(viii) the articles of incorporation of Sazanka TMK having been amended to provide for certain veto rights to the Preferred Shareholders[7], which include the following:

  (a) amending the ALP or the articles of incorporation of Sazanka TMK;

  (b) dissolution, changes to the structure (including the equity capital structure), or liquidation, civil rehabilitation, or other insolvency proceedings of Sazanka TMK;

  (c) amending the dividend distribution policy of Sazanka TMK;

  (d) cessation or change of business of Sazanka TMK;

  (e) issue of specified shares or securities (including preferred shares) or securities-based derivatives contracts;

  (f) transfer of any specified shares;

  (g) incurring borrowings and issue of any specified bonds;

  (h) acquisition or sale or any form of transfer of any specified assets and creation

6 "**Preferred Shares**" comprises (i) the SGCo1 TMK Preferred Shares and (ii) the GK TMK Preferred Shares.

7 "**Preferred Shareholders**" refers to SGCo1 and Hinageshi GK as holders of Preferred Shares pursuant to the Sazanka TMK Preferred Shares Subscription Agreement.

of new security over any specified assets;

(i) rebuilding, new development, large-scale repairs, etc. or other asset enhancement and capital expenditure plans and instruction in connection therewith for the real estate that is the specified asset concerned (if that specified asset is the trust beneficial interests, the trust asset);

(j) entry into transactions with interested parties (as defined in Appendix 6 of the Code on Collective Investment Schemes issued by the Monetary Authority of Singapore (the "**Property Funds Appendix**")) of MLT; and

(k) appointment, termination and/or change of the asset manager or the property manager for the real estate that is the specified asset concerned (or if that specified asset is the trust beneficial interests, the trust asset).

4.3 TBI Sale and Purchase Agreement

The principal terms of the TBI Sale and Purchase Agreement include, among others, the following conditions precedent:

(i) all representations and warranties of the Vendor and Sazanka TMK are true and accurate in all material respects;

(ii) the Vendor and Sazanka TMK have performed in material respects all obligations as required to be performed under the TBI Sale and Purchase Agreement;

(iii) the Vendor has performed in material respects all obligations as required to be performed under the Trust Agreement (as defined in the TBI Sale and Purchase Agreement);

(iv) the Vendor has obtained a written consent of Kobe City necessary for the Entrustment of the Property from the Vendor to the Trust Bank;

(v) to the extent required, the Vendor has obtained the written consent of Kobe City in relation to the transfer of the trust beneficial interest of the Property from the Vendor to Sazanka TMK;

(vi) to the extent required, the Vendor has obtained the written consent of Kobe City in relation to the creation of any security interest on the trust beneficial interest of the Property and the creation by the Trust Bank or Sazanka TMK of any security interest over the Property in the event of the termination of the trust arrangement arising from Entrustment;

(vii) an agreement under which the Trust Bank shall assume the Vendor's status under the purchase and sale agreement between Kobe City and the Vendor has been entered into by and between Kobe City, the Vendor, Sazanka TMK and the Trust Bank;

(viii) no security interests or other legal encumbrances or restrictions have been attached to the Property or the trust beneficial interests, excluding lease rights and the sub-lease rights under lease agreements and sub-lease agreements with certain existing tenants of the Property and any persons who in accordance with the TBI Sale and Purchase Agreement received lease rights or sub-lease rights in relation to the Property on or after the execution date of the TBI Sale and Purchase Agreement as of the date of transfer; and in addition, excluding the case where the contractual security interests will be removed by the Vendor on the date of transfer by utilising Sazanka TMK's payment of the TMK Consideration;

(ix) the Vendor has submitted to Sazanka TMK the Vendor's certified copy of the commercial registration and certificate of seal impression (these are limited to the latest of such documents and which are issued within one month prior to the execution date of the TBI Sale and Purchase Agreement);

(x) Sazanka TMK has submitted to the Vendor the Sazanka TMK's certified copy of the commercial registration and certificate of seal impression (these are limited to the latest of such documents and which are issued within one month prior to the execution date of the TBI Sale and Purchase Agreement);

(xi) the Vendor has obtained the written consent of the Trust Bank pursuant to the Trust Agreement in relation to the assignment of the trust beneficial interest from the Vendor to Sazanka TMK;

(xii) Sazanka TMK confirming that the Vendor is ready to deliver the deliverables to Sazanka TMK or its designee in accordance with the TBI Sale and Purchase Agreement;

(xiii) all relevant corporate, governmental and regulatory approvals required to be obtained by the Vendor for all matters contemplated by, incidental to or necessary to give full effect to, the transactions contemplated in the TBI Sale and Purchase Agreement have been obtained by the Vendor and are in full force and effect;

(xiv) Unitholders' approval for the Proposed Acquisition having been obtained at the EGM; and

(xv) SGCo2 obtains the status of a Qualified Institutional Investor.

4.4 Management Agreements in relation to the Proposed Acquisition

4.4.1 Japan Property Management Agreement

As the legal title holder of the Property, the Trust Bank will be responsible for the management of the Property. In connection with the Proposed Acquisition, the Trust Bank will enter into a property management agreement in relation to the Property with Mapletree Management Services Japan Kabushiki Kaisha ("**MMSJ**" or "**Japan Property Manager**"), an indirect wholly-owned subsidiary of MIPL, for the Japan Property Manager to provide property management services for the Property (the "**Japan Property Management Agreement**").

The monthly fees payable by the Trust Bank to the Japan Property Manager under the Japan Property Management Agreement for property management services rendered in respect of the Property shall be 1.0% of the gross revenue of the Property (the "**Japan Property Management Fees**").

The aggregate property management fees payable in respect of the Property (including the Japan Property Management Fees) are on substantially the same rates as those payable by MLT to Mapletree Property Management Pte. Ltd., the current property manager of MLT (the "**Property Manager**"), under the Overseas Properties Property Management Agreement[8]. Accordingly, the computation of the Property Manager's fees payable under the Overseas Properties Property Management

8 The Overseas Properties Property Management Agreement (as amended and restated) dated 18 January 2006 and entered into between the Trustee, the Manager and the Property Manager.

Agreement will take into account the fees payable to the Japan Property Manager and there will be no double payment for services provided for the Property.

4.4.2 Japan Asset Management Agreement

In connection with the Proposed Acquisition, it is proposed that Sazanka TMK will on the Completion Date enter into an asset management agreement with Mapletree Investments Japan Kabushiki Kaisha ("**MIJ**" or the "**Japan Asset Manager**"), an indirect wholly-owned subsidiary of MIPL, to provide asset management services to Sazanka TMK (the "**Japan Asset Management Agreement**").

The fee payable by Sazanka TMK to the Japan Asset Manager under the Japan Asset Management Agreement will be a fee amounting to 0.5% per annum of the value of the beneficial interest of properties held by Sazanka TMK (the "**Japan Asset Management Fee**").

The fees payable to the Japan Asset Manager are on substantially the same rates as the base fee payable by MLT to the Manager under the trust deed dated 5 July 2004 constituting MLT, as supplemented, amended and restated from time to time (the "**Trust Deed**"). In the computation of the Manager's fees payable under the Trust Deed, any asset management fees payable to the Japan Asset Manager will be taken into account and no double payment will be made for the asset management services provided to Sazanka TMK.

4.5 Total Acquisition Cost

The total acquisition cost is estimated to be approximately S$272.5 million, comprising:

(i) the Effective Consideration which is estimated to be approximately JPY21,860.3 million (S$268.3 million);

(ii) the acquisition fee payable in Units to the Manager for the Proposed Acquisition (the "**Acquisition Fee**") which is estimated to be approximately S$1.3 million (representing 0.5% of the Effective Consideration); and

(iii) the estimated professional and other fees and expenses of approximately S$2.9 million incurred or to be incurred by MLT in connection with the Proposed Acquisition[9] and the drawdown of JPY debt facilities and an issuance of onshore JPY bonds (the "**Debt Facilities**"),

(collectively, the "**Total Acquisition Cost**").

4.6 Payment of Acquisition Fee in Units

Pursuant to the Trust Deed, the Manager is entitled to receive an acquisition fee at the rate of 1.0% of the Effective Consideration (or such lower percentage as may be determined by the Manager in its absolute discretion). The Manager has, at its discretion, elected to receive an acquisition fee of 0.5% of the Effective Consideration.

As the Proposed Acquisition will constitute an "interested party transaction" under the Property Funds Appendix, the Acquisition Fee payable in respect of the Proposed Acquisition will be in

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9 This excludes the value added tax of approximately JPY1,554.0 million (S$19.1 million) payable in relation to the Proposed Acquisition and the corresponding cost of funding its payment given that the value added tax should be refunded within nine months from the Completion Date.

the form of Units (the "**Acquisition Fee Units**"), which shall not be sold within one year from the date of issuance in accordance with Paragraph 5.7 of the Property Funds Appendix.

Based on the Trust Deed, the Manager shall be entitled to receive such number of Units as may be purchased for the relevant amount of the Acquisition Fee at the prevailing market price (as defined in the Trust Deed) of such Units on the Completion Date.

Based on an illustrative issue price of S$1.70 per Acquisition Fee Unit, the number of Acquisition Fee Units issued shall be approximately 789,091 Units.

5. Method of Financing for the Proposed Acquisition

The Manager intends to finance the Total Acquisition Cost through the Debt Facilities and the issuance of the Acquisition Fee Units. The table below sets out the Aggregate Leverage[10] of MLT assuming that the Total Acquisition Cost, save for the Acquisition Fee, is fully funded through the Debt Facilities:

Aggregate Leverage of MLT before the Proposed Acquisition	37.1%(1)
Aggregate Leverage of MLT after the Proposed Acquisition	39.0%(2)

Notes:

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

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

Further details of the financing structure will be set out in the Unitholders' circular ("**Unitholders' Circular**") to be issued.

6. Rationale for and Key Benefits of the Proposed Acquisition

The Manager believes that the Proposed Acquisition will bring the following key benefits to Unitholders:

6.1 Increasing Exposure to Japan, an Attractive Logistics Market

In Japan, shifting age demographics and consumption patterns towards consumer convenience are key driving forces of the growth in e-commerce, convenience stores and third-party logistics ("**3PL**") markets. These structural drivers of demand, coupled with increasing automation of warehouse operations to overcome the challenge of a shrinking labour force, have underpinned occupier demand for modern logistics space in prime locations. At the same time, the supply of modern Grade A logistics properties in Japan is limited. The Proposed Acquisition positions MLT well to capture the favourable demand-supply dynamics in Japan and fill the market gap in modern logistics space.

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10 "**Aggregate Leverage**" refers to the ratio of the value of the borrowings and deferred payments (if any) to the value of the gross assets of MLT, including (i) all its authorised investments held or deemed to be held upon the trust under the Trust Deed and (ii) MLT's proportionate share of jointly controlled entities.

6.1.1 Rising Demand for Modern Warehouse Space Underpinned by Structural Trends

<u>Growing e-commerce market</u>

Japan is the second largest e-commerce market in Asia Pacific with sales value of USD 87 billion in 2018 and the third highest per capita e-commerce sales of USD 686, according to CBRE K.K. (the "**Independent Market Research Consultant**"). Looking ahead, e-commerce sales is expected to grow at a healthy compound annual growth rate ("**CAGR**") of approximately 10.0% from 2018 to 2023.

The growing and sizeable e-commerce market in Japan have had a significant impact on demand for modern logistics facilities as e-commerce activities require comprehensive logistics and warehousing support. E-commerce players typically require two to three times as much warehouse space as traditional retailers due to more extensive product offerings, higher inventory levels and greater outbound and reverse logistics space requirements.

<u>Rising popularity of convenience stores</u>

In Japan, the rising trend of convenience to cater for time-strapped single and dual-income households as well as the needs of the elderly have led to strong sales growth momentum in convenience stores. According to the Independent Market Research Consultant, convenience stores sales have grown at a CAGR of 5.0% from 2010 to 2018.

The growth in convenience stores is driving demand for logistics space, particularly modern logistics properties in prime locations. For convenience stores, having an efficient logistics distribution hub near key population catchments to facilitate high throughput is critical to improve in-store availability of products and competitiveness.

<u>Increasing automation</u>

With a declining and ageing population, Japan faces an acute shortage of labour. Logistics companies are endeavouring to overcome the challenge of labour shortage (for example, truck drivers and warehouse operatives) through automation. The automation of warehouse space requires logistics facilities that are built to modern Grade A specifications, which encompass features such as high floor-loading capacity, high floor-to-ceiling height and high electrical loading to support heavy machinery, as well as super-flat floors to enable the deployment of automated guided vehicles for higher efficiency. The shortage of truck drivers and rising transportation costs are also bolstering demand for logistics facilities located in proximity to consumption centres and transportation networks.

<u>Growing 3PL market</u>

According to the Independent Market Research Consultant, the streamlining of logistics activities for cost reduction has led to companies outsourcing various logistics functions such as storage, freight handling and distribution to 3PL firms. Since 2009, the 3PL market has grown at a CAGR of 9.5% from 2010 to 2018.

The Independent Market Research Consultant expects growth in the 3PL market to be sustained as companies continue to drive supply chain efficiency. It is estimated that 3PLs contributed approximately 45.0% of net absorption of Grade A warehouses in 2018 and the contribution from the 3PL market is estimated to grow to over 60.0% in 2019.

6.1.2 Limited Supply of Grade A Warehouse Space

While Japan has a large stock of logistics facilities, only 5.0% of total stock are of Grade A specifications, according to the Independent Market Research Consultant.

Notably, modern Grade A warehouse stock as a proportion of total warehouse stock in Greater Tokyo and Greater Osaka is estimated at only 5.6% and 4.2%, respectively. The scarcity of Grade A warehouses in Japan has enabled them to command a sizeable premium, averaging 10.0% to 30.0% higher than traditional warehouses.

In Japan, modern logistics real estate space is characterised by, among other things, large floor plates, high ceilings, wide column spacing, rampways and other value-added features.

6.1.3 Strong net absorption led to falling vacancy rates

According to the Independent Market Research Consultant, overall net absorption for logistics facilities in Greater Osaka remains robust despite increasing supply, with total take-up of approximately 262,000 square metres ("**sq m**") achieved in 2018, representing a year-on-year growth of 10.5%.

In Greater Osaka, sustained demand for logistics space led to a decline in vacancy rate for six consecutive quarters from 14.3% in 1Q 2018 to 4.0% in 3Q 2019**.** This trend is expected to continue as demand for modern warehouse space continues to be supported by the growth in e-commerce and 3PL companies.

6.2 Expansion into Kobe Deepens MLT's Network Connectivity in Japan

The Proposed Acquisition will extend MLT's footprint to Western Japan, deepening its network connectivity in Japan and complementing its existing platform of 16 logistics facilities, the majority of which are located in the Greater Tokyo area.

<u>Expansion into Kobe, a prime logistics hub in Western Japan</u>

Kobe is a prime logistics hub in Western Japan. Gaining access to this market will allow MLT to serve the large consumption zone of over 23 million people in Greater Osaka while tapping on Kobe's growing consumer market. According to the Independent Market Research Consultant, consumption expenditure per capita in Kobe grew at a healthy CAGR of 2.5%, higher than the national average of 0.08%, between 2014 to 2018. As a major metropolitan area, Kobe has a sustained demand for consumer-goods related logistics, which will underpin demand for logistics facilities. In addition, Kobe is a major manufacturing zone with a high concentration of factories that requires supply chain logistics as well as warehouse space.

<u>Major upcoming infrastructure projects</u>

The upcoming Shin-Meishin Expressway is expected to reduce travelling time between Kobe and Nagoya by 40 minutes and improve logistics efficiency, thereby benefitting logistics players and anchoring demand for logistics properties in this region. The 174 km highway connecting Western Japan (Kobe) to Eastern Japan (Nagoya) is expected to be fully completed by 2023. In addition, within the Greater Osaka area, the government is also developing the Osaka Bay Coast Road Nishi Shinbu, a 14.5 km 6-lane highway from

Higashinada ward to Nagata ward in Kobe city. The highway, which will connect key infrastructure such as the Kansai International Airport, Hanshin Port and Kobe Port, will reduce travelling time from Kobe Nishi to both Kobe Port and Osaka city by 30.0%.

6.3 Proactive Rejuvenation of MLT's Japan Portfolio

The Proposed Acquisition is in line with the Manager's strategy to rejuvenate MLT's portfolio through selective divestments of older assets and re-deployment of the capital released into investments of modern facilities with higher growth potential.

In April 2019, MLT divested five older properties with outdated specifications in Japan for approximately S$213 million[11]. The profile of an older warehouse in MLT's Japan portfolio is typically one that is more than 10 years old, with a small floorplate of less than 10,000 sq m and without direct ramp access (for multi-storey buildings). In contrast, the Property, which the Manager is proposing to acquire, is a newly built Grade A 4-storey logistics facility with double rampways and a large floor plate of more than 20,000 sq m, that is well positioned to capture the growing demand from 3PL and e-commerce players.

6.4 Addition of High Quality Property in Strategic Location

6.4.1 Excellent connectivity to transport infrastructure and key population catchments

The Property is strategically located within an established logistics cluster in Kobe. It is situated close to the Kobe Nishi Interchange entrance of Sanyo Expressway (5 minutes of travel time) and provides excellent connectivity to major transport infrastructure, including the Port of Kobe (25 minutes of travel time) and Kobe Airport (30 minutes of travel time). Importantly, it is also in close proximity to large population catchments in Kobe city (30 minutes of travel time) and Central Osaka (60 minutes of travel time). Proximity to population centres is key for last mile distribution as it brings about operational and cost efficiencies, a key competitive advantage especially for e-commerce players. Warehouse space located near key population catchments would typically enjoy relatively high demand.

6.4.2 Modern Grade A Specifications with Freehold Land Tenure

Recently completed in April 2019, the Property is a modern 4-storey logistics facility sited on approximately 43,943 sq m of freehold land with a gross floor area of 102,119 sq m. According to the Independent Market Research Consultant, the Property has the best specifications as compared to competing facilities in the same area. It is the only facility with double rampways, which enables large container trucks to have direct access to every floor, while allowing for single direction vehicular movement. This results in improved safety and vehicular efficiency. It also has the largest floorplate of about 21,000 sq m, which allows tenants with larger space requirements to conduct their operations within a single floor efficiently. With a clear height of 5.5 metres, floor loading of 1.5 ton per square metre and 11.8 metres by 12.2 metres column-to-column span, the Property allows for optimal space utilisation and high load capabilities, and is designed to be modular and highly versatile to support flexible leasing solutions.

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11 The divestment of the five logistics properties on 10 April 2019 was transacted at an implied exit cap rate of 4.65%. On 31 July 2017, MLT had divested another two logistics properties in Japan at an implied exit cap rate of 4.2%.

6.4.3 High-Quality Tenant Base

The Property has attracted a high-quality and diversified tenant mix comprising seven established and reputable tenants. They include reputable end-users Workman (a leading local apparel retailer) and Kyocera (a major electronics manufacturer), as well as 3PL companies serving leading consumer brands such as Ajinomoto, Suntory and a major e-commerce site in Japan. The majority of the tenants are handling consumer-related goods, which account for approximately 75.0% of the Property's NLA.

As at 21 January 2020, being the latest practicable date prior to this announcement (the "**Latest Practicable Date**"), the Property has an occupancy rate of 99.7%, with a weighted average lease expiry (by NLA) of 4.2 years and built-in rental escalations.

The Proposed Acquisition will further diversify MLT's tenant base and reduce concentration risks with the addition of seven tenants, of which six are new to MLT. Post-acquisition, there will be no change to MLT's existing top ten tenants.

6.5 Attractive Value Proposition

6.5.1 Discount to Independent Valuations

The Manager believes that the Property provides an attractive value proposition in the current market, given the discount to independent valuations.

The Agreed Property Value of the Property is JPY22,200.0 million, representing a discount of approximately 0.4% to the valuation of JPY22,300.0 million by the Independent Valuer (CBRE K.K.) appointed by Trustee and a discount of approximately 2.2% to the valuation of JPY22,700.0 million by the Independent Valuer (International Appraisals Incorporated) appointed by Manager.

6.5.2 DPU Accretive Acquisition

Unitholders can expect to benefit from the higher distribution per unit ("**DPU**") as a result of the Proposed Acquisition. On a *pro forma* basis on MLT's DPU for the latest announced financial statements for the third quarter ended 31 December 2019 (the "**3Q FY19/20 Financial Statements**") and based on the proposed method of financing, the DPU will increase by up to 2.6%.

7. Relative Figures computed on the Bases set out in Rule 1006

The relative figures for the Property using the applicable bases of comparison set out in Rule 1006(b) and Rule 1006(c) of the listing manual of Singapore Exchange Securities Trading Limited (the "**SGX-ST**", and the listing manual of the SGX-ST, the "**Listing Manual**") are as follows:

(i) the net profits attributable to the assets acquired, compared with MLT's net profits; and

(ii) the aggregate value of the consideration given, compared with MLT's market capitalisation.

Comparison of	Property	MLT	Relative figure
Net property income (S$ million)[(1)]	8.2[(2)]	323.8[(3)]	2.5%
Consideration against market capitalisation (S$ million)	268.3[(4)]	6,948.6[(5)]	3.9%

Notes:

(1) In the case of a real estate investment trust, the net property income is a close proxy to the net profits attributable to its assets.

(2) Assuming that the Property had a portfolio occupancy rate of 99.7% for the entire three financial quarters ended 31 December 2019, all leases, whether existing or committed as at the Latest Practicable Date, were in place since 1 April 2019, and that all tenants were paying their rents in full throughout the period. The implied net property income yield of the Property is 4.0%.

(3) Based on the 3Q FY19/20 Financial Statements.

(4) This figure represents the Effective Consideration.

(5) This figure is based on the closing price of S$1.83 per Unit on the SGX-ST as at 24 January 2020, being the market day immediately prior to 28 January 2020, the date the TBI Sale and Purchase Agreement was entered into.

As the relative figures computed on the bases set out above do not exceed 5.0%, the Proposed Acquisition is classified as a non-discloseable transaction.

However, as the Proposed Acquisition constitutes an "interested person transaction" under Chapter 9 of the Listing Manual and an "interested party transaction" under the Property Funds Appendix, the Proposed Acquisition will still be subject to the specific approval of Unitholders.

8. Interested Person Transaction and Interested Party Transaction

8.1 Under Chapter 9 of the Listing Manual, where MLT proposes to enter into a transaction with an interested person and the value of the transaction (either in itself or when aggregated with the value of other transactions, each of a value equal to or greater than S$100,000, with the same interested person during the same financial year) is equal to or exceeds 5.0% of MLT's latest audited net tangible assets ("**NTA**"), Unitholders' approval is required in respect of the transaction. Based on the audited financial statements of MLT for FY18/19 (the "**FY18/19 Financial Statements**"), the NTA of MLT was S$4,231.7 million[12] as at 31 March 2019. Accordingly, if the value of a transaction which is proposed to be entered into in the current

12 Represented by Unitholders' funds.

financial year by MLT with an interested person is, either in itself or in aggregation with all other earlier transactions (each of a value equal to or greater than S$100,000) entered into with the same interested person during the current financial year, equal to or in excess of S$211.6 million, such a transaction would be subject to Unitholders' approval. Given that the Effective Consideration is approximately S$268.3 million, which in aggregate is 6.3% of the NTA of MLT as at 31 March 2019, such value exceeds the said threshold. Thus, Unitholders' approval is required to be sought pursuant to Rule 906(1)(a) of the Listing Manual.

Paragraph 5 of the Property Funds Appendix also imposes a requirement for Unitholders' approval for an interested party transaction by MLT whose value (either in itself or when aggregated with the value of other transactions with the same interested party during the current financial year) exceeds 5.0% of MLT's latest audited net asset value ("**NAV**"). Based on the FY18/19 Financial Statements, the NAV of MLT was S$4,231.7 million[122] as at 31 March 2019. Accordingly, if the value of a transaction which is proposed to be entered into by MLT with an interested party is, either in itself or in aggregation with all other earlier transactions entered into with the same interested party during the current financial year, equal to or greater than S$211.6 million, such a transaction would be subject to Unitholders' approval. Given that the Effective Consideration is approximately S$268.3 million, which in aggregate is 6.3% of the NAV of MLT as at 31 March 2019, such value exceeds the said threshold.

As at the Latest Practicable Date, MIPL holds, through its wholly-owned subsidiaries, an aggregate interest in 1,152,197,556 Units, which is equivalent to approximately 30.34% of the total number of Units in issue.

MIPL is therefore regarded as a "controlling unitholder" of MLT under both the Listing Manual and the Property Funds Appendix. In addition, as the Manager is a wholly-owned subsidiary of MIPL, MIPL is therefore regarded as a "controlling shareholder" of the Manager under both the Listing Manual and the Property Funds Appendix.

As MJLD is an associate of MIPL, for the purposes of Chapter 9 of the Listing Manual and Paragraph 5 of the Property Funds Appendix, MJLD (being an associate of a "controlling unitholder" and a "controlling shareholder" of the Manager) is (for the purposes of the Listing Manual) an "interested person" and (for the purposes of the Property Funds Appendix) an "interested party" of MLT.

Therefore, the Proposed Acquisition will constitute an "interested person transaction" under Chapter 9 of the Listing Manual as well as an "interested party transaction" under the Property Funds Appendix, in respect of which the approval of Unitholders is required.

8.2 Other than the Proposed Acquisition and the transactions in relation thereto, the aggregate amount of interested person transactions entered into between MLT and MIPL or its respective subsidiaries and associates during the course of the current financial year up to the date of this announcement that are subject to disclosure[13] under the Listing Manual is approximately S$7,934,271[14], which is approximately 0.19% of the NTA and NAV of MLT as at 31 March 2019.

13 Rules 905(1), 905(2) and 906 of the Listing Manual do not apply to any transaction below S$100,000.00.

14 Excluding the proposed acquisitions of (i) a 100.0% interest in a property in Malaysia, (ii) a 100.0% interest in two properties in Vietnam through the acquisition of property holding companies and (iii) a 50.0% interest in four properties in People's Republic of China through the acquisition of property holding companies, to which Unitholders' approval had been obtained at an extraordinary general meeting convened on 20 November 2019.

9. The Financial Effects of the Proposed Acquisition

9.1 **FOR ILLUSTRATIVE PURPOSES ONLY:** The pro forma financial effects of the Proposed Acquisition on the DPU and the NAV per Unit presented below are strictly for illustrative purposes only and were prepared based on the FY18/19 Financial Statements, taking into account the Total Acquisition Cost, the Debt Facilities and assuming that:

(i) the Property had a portfolio occupancy rate of 99.7% for the entire financial year ended 31 March 2019 and all leases, whether existing or committed as at the Latest Practicable Date, were in place since 1 April 2018. All tenants were paying their rents in full;

(ii) the Acquisition Fee of S$1.3 million is paid in the form of approximately 789,091 Acquisition Fee Units at an illustrative issue price of S$1.70 per Acquisition Fee Unit; and

(iii) the Debt Facilities used to partially fund the Total Acquisition Cost has an average interest cost of approximately 0.9% per annum.

9.1.1 Pro Forma DPU

FOR ILLUSTRATIVE PURPOSES ONLY: The pro forma financial effects of the Proposed Acquisition on MLT's DPU for the FY18/19 Financial Statements, as if the Proposed Acquisition, the issuance of Acquisition Fee Units and the drawdown of Debt Facilities were completed on 1 April 2018, and as if MLT held the Property through to 31 March 2019, are as follows:

	Before the Proposed Acquisition	After the Proposed Acquisition
Total return before tax (S$'000)	499,341	505,564[1]
Distributable income (S$'000) attributable to Unitholders	270,028	277,878
Units in issue at the end of the year (million)	3,622.3[2]	3,624.4[3]
DPU (cents)	7.941[4]	8.171[5]
DPU accretion (%)	-	2.9%

Notes:

(1) On a consolidated basis, based on 100.0% contribution of the Property. Assuming that the Property had a portfolio occupancy rate of 99.7% for the entire financial year ended 31 March 2019 and all leases, whether existing or committed as at the Latest Practicable Date, were in place since 1 April 2018. All tenants were paying their rents in full. Includes expenses comprising borrowing costs associated with the drawdown of the Debt Facilities, the Manager's management fees, Trustee's fees and other trust expenses incurred in connection with the operation of the Property have been deducted.

(2) Units in issue as at 31 March 2019.

(3) Includes (a) approximately 789,091 Acquisition Fee Units issued as payment of the Acquisition Fee payable to the Manager at an illustrative issue price of S$1.70 per Acquisition Fee Unit and (b) approximately 1.3 million new Units issued in aggregate as payment for (i) the base management fee and (ii) the property management and lease management fees for such services rendered to the Property for the financial quarters ended 30 June 2018, 30 September 2018 and 31 December 2018, based on the volume weighted average price for all trades on the SGX-ST in the last 10 business days of each respective financial quarter.

(4) For the financial year ended 31 March 2019.

(5) This includes the corresponding cost of funding incurred on the payment of the value added tax given that the value added tax should be refunded within nine months from the Completion Date.

9.1.2 Pro Forma NAV

FOR ILLUSTRATIVE PURPOSES ONLY: The pro forma financial effects of the Proposed Acquisition on the NAV per Unit as at 31 March 2019, as if the Proposed Acquisition, the issuance of the Acquisition Fee Units and the drawdown of the Debt Facilities were completed on 31 March 2019, are as follows:

	Before the Proposed Acquisition	After the Proposed Acquisition
NAV represented by Unitholders' funds (S$ million)	4,231.7	4,232.9
Issued Units (million)	3,622.3[(1)]	3,623.1[(2)]
NAV per Unit (S$)	1.17	1.17

Notes:

(1) Number of Units in issue as at 31 March 2019.

(2) Includes approximately 789,091 Acquisition Fee Units issued as payment of the Acquisition Fee payable to the Manager at an illustrative issue price of S$1.70 per Acquisition Fee Unit.

9.2 FOR ILLUSTRATIVE PURPOSES ONLY: The pro forma financial effects of the Proposed Acquisition on the DPU and the NAV per Unit presented below are strictly for illustrative purposes only and were prepared based on the 3Q FY19/20 Financial Statements, taking into account the Total Acquisition Cost, the Debt Facilities and assuming that:

(i) the Property had a portfolio occupancy rate of 99.7% for the entire three financial quarters ended 31 December 2019 and all leases, whether existing or committed as at the Latest Practicable Date, were in place since 1 April 2019. All tenants were paying their rents in full;

(ii) the Manager's Acquisition Fee of S$1.3 million is paid in the form of approximately 789,091 Acquisition Fee Units at an illustrative issue price of S$1.70 per Acquisition Fee Unit; and

(iii) the Debt Facilities used to partially fund the Total Acquisition Cost has an average interest cost of approximately 0.9% per annum.

9.2.1 Pro Forma DPU

FOR ILLUSTRATIVE PURPOSES ONLY: The pro forma financial effects of the Proposed Acquisition on MLT's DPU for the latest announced 3Q FY19/20 Financial Statements, as if the Proposed Acquisition, the issuance of Acquisition Fee Units and the drawdown of the Debt Facilities were completed on 1 April 2019, and as if MLT held the Property through to 31 December 2019, are as follows:

	Before the Proposed Acquisition	After the Proposed Acquisition
Total return before tax (S$'000)	272,263	276,931(1)
Distributable income (S$'000) attributable to Unitholders	223,870	229,758
Units in issue at the end of the quarter (million)	3,797.0(2)	3,798.5(3)
DPU (cents)	6.094(4)	6.253(5)
DPU accretion (%)	-	2.6%

Notes:

(1) On a consolidated basis, based on 100.0% contribution of the Property. Assuming that the Property had a portfolio occupancy rate of 99.7% for the entire three financial quarters ended 31 December 2019 and all leases, whether existing or committed as at the Latest Practicable Date, were in place since 1 April 2019. All tenants were paying their rents in full. Includes expenses comprising borrowing costs associated with the drawdown of the Debt Facilities, the Manager's management fees, Trustee's fees and other trust expenses incurred in connection with the operation of the Property have been deducted.

(2) Units in issue as at 31 December 2019.

(3) Includes (a) approximately 789,091 Acquisition Fee Units issued as payment of the Acquisition Fee payable to the Manager at an illustrative issue price of S$1.70 per Acquisition Fee Unit and (b) approximately 0.7 million new Units issued in aggregate as payment for (i) the base management fee and (ii) the property management and lease management fees for such services rendered to the Property for the financial quarters ended 30 June 2019 and 30 September 2019, based on the volume weighted average price for all trades on the SGX-ST in the last 10 business days of each respective financial quarter.

(4) For the three financial quarters ended 31 December 2019.

(5) This includes the corresponding cost of funding incurred on the payment of the value added tax given that the value added tax should be refunded within nine months from the Completion Date.

9.2.2 Pro Forma NAV

FOR ILLUSTRATIVE PURPOSES ONLY: The pro forma financial effects of the Proposed Acquisition on the NAV per Unit as at 31 December 2019, as if the Proposed Acquisition, the issuance of the Acquisition Fee Units and the drawdown of Debt Facilities were completed on 31 December 2019, are as follows:

	Before the Proposed Acquisition	After the Proposed Acquisition
NAV represented by Unitholders' funds (S$ million)	4,462.4	4,463.6
Issued Units (million)	3,797.0[(1)]	3,797.8[(2)]
NAV per Unit (S$)	1.18	1.18

Notes:

(1) Number of Units in issue as at 31 December 2019.

(2) Includes approximately 789,091 Acquisition Fee Units issued as payment of the Acquisition Fee payable to the Manager at an illustrative issue price of S$1.70 per Acquisition Fee Unit.

9.3 Aggregate Leverage

FOR ILLUSTRATIVE PURPOSES ONLY: The pro forma Aggregate Leverage of MLT as at 31 December 2019, as if the Proposed Acquisition, the issuance of Acquisition Fee Units and the drawdown of Debt Facilities were completed on 31 December 2019, is as follows:

	Before the Proposed Acquisition	After the Proposed Acquisition
Aggregate Leverage (Pro forma as at 31 December 2019)	37.1%[(1)]	39.0**%**[(2)]

Notes:

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

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

10. Opinion of the Independent Financial Adviser and Statement of the Independent Directors and the Audit and Risk Committee

The Manager has appointed Ernst & Young Corporate Finance Pte Ltd (the "**Independent Financial Adviser**") to advise the independent directors of the Manager (the "**Directors**", and the independent directors of the Manager, the "**Independent Directors**"), the audit and risk committee of the Manager (the "**Audit and Risk Committee**") and the Trustee as to whether the Proposed Acquisition is based on normal commercial terms and is not prejudicial to the interests of MLT and its minority Unitholders.

The Independent Directors and the Audit and Risk Committee will form their own views after reviewing the opinion of the Independent Financial Adviser, which will be set out in the Unitholders' Circular.

11. Interests of Directors and Substantial Unitholders

As at the Latest Practicable Date, certain Directors collectively hold an aggregate direct and indirect interest in 950,343 Units. Further details of the interests in Units of the Directors and Substantial Unitholders[15] are set out below.

Based on the Register of Directors' Unitholdings maintained by the Manager and save as disclosed in the table below, none of the Directors currently holds a direct or deemed interest in the Units as at the Latest Practicable Date:

Name of Directors	Direct Interest		Deemed Interest		Total No. of Units held	%(1)
	No. of Units	%(1)	No. of Units	%(1)		
Lee Chong Kwee	62,412	0.002	-	-	62,412	0.002
Penny Goh	-	-	203,137	0.005	203,137	0.005
Lim Joo Boon	100,000	0.003	-	-	100,000	0.003
Loh Shai Weng	-	-	-	-	-	-
Tan Wah Yeow	-	-	-	-	-	-
Tarun Kataria	-	-	330,000	0.009	330,000	0.009
Wee Siew Kim	-	-	-	-	-	-
Goh Chye Boon	-	-	-	-	-	-
Wendy Koh Mui Ai	-	-	117,294	0.003	117,294	0.003
Wong Mun Hoong	-	-	-	-	-	-
Ng Kiat	-	-	137,500	0.003	137,500	0.003

Note:

(1) The percentage is based on 3,797,035,968 Units in issue as at the Latest Practicable Date.

15 "**Substantial Unitholder**" refers to a person with an interest in Units constituting not less than 5.0% of all Units in issue.

Based on the Register of Substantial Unitholders' Unitholdings maintained by the Manager, the Substantial Unitholders and their interests in the Units as at the Latest Practicable Date are as follows:

Name of Substantial Unitholders	Direct Interest		Deemed Interest		Total No. of Units held	%[(1)]
	No. of Units	%[(1)]	No. of Units	%[(1)]		
Temasek Holdings (Private) Limited ("**Temasek**")[(2)]	-	-	1,209,028,769	31.84	1,209,028,769	31.84
Fullerton Management Pte Ltd ("**Fullerton**")[(3)]	-	-	1,152,197,556	30.34	1,152,197,556	30.34
Mapletree Investments Pte Ltd[(4)]	-	-	1,152,197,556	30.34	1,152,197,556	30.34
Mulberry Pte. Ltd. ("**Mulberry**")	400,605,230	10.55	-	-	400,605,230	10.55
Meranti Investments Pte. Ltd. ("**Meranti**")	363,004,703	9.56	-	-	363,004,703	9.56
Mapletree Logistics Properties Pte. Ltd. ("**MLP**")	176,579,586	4.65	-	-	176,579,586	4.65
Mangrove Pte. Ltd. ("**Mangrove**")	176,577,431	4.65	-	-	176,577,431	4.65

Notes:

(1) The percentage is based on 3,797,035,968 Units in issue as at the Latest Practicable Date.

(2) Temasek is deemed to be interested in the 176,579,586 Units held by MLP, 176,577,431 Units held by Mangrove, 363,004,703 Units held by Meranti, 400,605,230 Units held by Mulberry, 32,044,445 Units held by the Manager and 3,386,161 Units held by Mapletree Property Management Pte. Ltd. ("**MPM**"). MLP, Mangrove, Meranti and Mulberry are wholly-owned subsidiaries of MIPL. The Manager and MPM 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. In addition, Temasek is deemed to be interested in a further 56,831,213 Units in which its other subsidiaries and associated companies have direct or deemed interests. Each of MIPL and such other subsidiaries and associated companies are independently-managed Temasek portfolio companies. Neither Temasek nor Fullerton are involved in their business or operating decisions, including those involving their positions in Units. Certain indirect wholly-owned subsidiaries of Temasek are also investors of MJLD and therefore, Temasek has an interest in the Proposed Acquisition as the Vendor is indirectly held by MJLD.

(3) Fullerton is deemed to be interested in the 176,579,586 Units held by MLP, 176,577,431 Units held by Mangrove, 363,004,703 Units held by Meranti, 400,605,230 Units held by Mulberry, 32,044,445 Units held by the Manager and 3,386,161 Units held by MPM.

(4) MIPL holds an approximate 38.24% stake in MJLD and its indirect wholly-owned subsidiaries, MIJ, is the Japan asset manager of MJLD, with MREAL as the investment advisor.

Save as disclosed above and based on information available to the Manager as at the Latest Practicable Date, none of the Directors or the Substantial Unitholders have an interest, direct or indirect, in the Proposed Acquisition.

12. Directors' Service Contracts

No person is proposed to be appointed as a Director of the Manager in connection with the Proposed Acquisition or any other transactions contemplated in relation to the Proposed Acquisition.

13. Documents for Inspection

Copies of the following documents are available for inspection during normal business hours at the registered office of the Manager[16] at 10 Pasir Panjang Road, #13-01 Mapletree Business City, Singapore 117438 from the date of the announcement up to and including the date falling three months after the date of this announcement:

(i) the TBI Sale and Purchase Agreement dated 28 January 2020;

(ii) the full valuation report of the Property dated 1 December 2019 by CBRE K.K.; and

(iii) the full valuation report of the Property dated 1 December 2019 by International Appraisals Incorporated.

The Trust Deed will also be available for inspection at the registered office of the Manager for so long as MLT is in existence.

14. Further Details

Further details of the Proposed Acquisition will be contained in the Unitholders' Circular which will be issued by the Manager in due course. Unitholders are advised to refer to the Unitholders' Circular for any updates to the information contained in this announcement.

By Order of the Board

Wan Kwong Weng
Joint Company Secretary
Mapletree Logistics Trust Management Ltd.
(Company Registration No. 200500947N)
As Manager of Mapletree Logistics Trust

28 January 2020

16 Prior appointment with the Manager (telephone: +65 6377 6367) will be appreciated.

Important Notice

This announcement is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for Units. The value of Units and the income derived from them may fall as well as rise. Units are not obligations of, deposits in, or guaranteed by, the Manager, or any of its affiliates. An investment in Units is subject to investment risks, including the possible loss of the principal amount invested.

Investors have no right to request the Manager to redeem their Units while the Units are listed. It is intended that Unitholders of MLT may only deal in their Units through trading on SGX-ST. Listing of the Units on the SGX-ST does not guarantee a liquid market for the Units.

The past performance of MLT is not necessarily indicative of the future performance of MLT.

The information in this Announcement must not be published outside the Republic of Singapore and in particular, but without limitation, must not be published in any United States edition of any publication.