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Manulife
US REIT

MANULIFE US REAL ESTATE INVESTMENT TRUST
(a real estate investment trust constituted on 27 March 2015 under the laws of the Republic of Singapore)

ENTRY INTO HIGH-GROWTH MARKETS WITH ACQUISITIONS IN PHOENIX, ARIZONA AND PORTLAND, OREGON IN THE UNITED STATES

1. INTRODUCTION

Manulife US Real Estate Management Pte. Ltd., in its capacity as manager of Manulife US Real Estate Investment Trust ("**Manulife US REIT**", and the manager of Manulife US REIT, the "**Manager**"), is pleased to announce that Manulife US REIT, through its indirect wholly owned subsidiary, has today entered into:

(i) a purchase agreement (the "**Diablo Purchase Agreement**") with Tempe Diablo LLC (the "**Diablo Vendor**") to acquire the property known as Diablo Technology Park located at 2900 South Diablo Way, Tempe, Arizona ("**Diablo Technology Park**") for a purchase consideration of US$61.75 million;

(ii) a purchase agreement (the "**Park Place Purchase Agreement**") with CAZ 5 DE LLC (the "**Park Place Vendor**") to acquire the property known as Park Place located at 1650 & 1700 South Price Road, Chandler, Arizona ("**Park Place**") for a purchase consideration of US$106.0 million; and

(iii) a purchase agreement (the "**Tanasbourne Purchase Agreement**") with Tanasbourne Property, LLC (the "**Tanasbourne Vendor**") to acquire the property known as Tanasbourne Commerce Center located at 3188 & 3175 NE Aloclek Drive and 3300 NE 83rd Avenue, Hillsboro, Oregon ("**Tanasbourne Commerce Center**", together with Diablo Technology Park and Park Place, the "**Properties**" and each a "**Property**") for a purchase consideration of US$33.85 million.

The Diablo Vendor, the Park Place Vendor and the Tanasbourne Vendor are unrelated third-party vendors.

2. INFORMATION ON THE PROPERTIES

2.1 Diablo Technology Park

Diablo Technology Park is a five-building collaborative office campus with an aggregate net lettable area ("**NLA**") of 354,434 square feet ("**sq ft**") located in Tempe, a submarket of Phoenix, Arizona. Diablo Technology Park is a multi-tenant office park catering to the expanding creative, technology, education and healthcare tenants in the broader Phoenix market. The property features large, flexible floorplates, an on-site café and fitness centre, indoor and outdoor amenity areas, ample parking, and excellent visibility and frontage along the I-10 freeway; potential data centre capabilities exist due to an abundance of power and cooling capacity.

Purchase Consideration (US$ million)	61.75
Valuation (US$ million)(1)	65.0
NLA (sq ft)	354,434
Number of Storeys	Building A & B – 1 Building C & D – 2 Building E – 1
Land Tenure	Freehold
Year Built	1980-1998
Year of Last Refurbishment Completion	2017-2018
Committed Occupancy(2)	85.7%
Number of Tenants(2)	7
Weighted Average Lease Expiry ("WALE") by NLA(2))	4.6 years

Notes:

(1) Based on valuation as at 9 November 2021 by Jones Lang LaSalle Americas, Inc., an independent valuer.

(2) Based on information as at 23 November 2021, being the Latest Practicable Date (Singapore Time).

2.2 Park Place

Park Place is a pre-eminent office campus consisting of two class A office buildings with an aggregate NLA of 274,700 sq ft located in Chandler, a submarket of Phoenix, Arizona. Having been completed in 2019, Park Place is a new 100%-leased property occupied by three major corporate credit tenants including Voya Services Company (subsidiary of Fortune 500 Voya Financial, NYSE: VOYA), Toyota Motor Credit Corporation (subsidiary of Fortune 500 Toyota Motor Corporation, NYSE: TM) and Fresenius Management Services (subsidiary of Global 500 Fresenius Medical Care AG & Co, NYSE: FMS). The property is built to a very high standard and includes features and amenities such as an attractive window line offering abundant natural light, high finished ceiling heights, an efficient/flexible floor plate that can accommodate different tenant requirements, a three-storey lobby atrium, a conference centre, courtyard, outdoor gathering area and adequate parking, including a one-storey covered parking garage, canopy and solar canopy stalls. The property is part of a broader, 1 million sq ft, mixed-use development providing a campus environment in a desirable area suitable for large single-tenant use. The neighbouring area has become a corporate hub with high quality tenants such as Bank of America, Wells Fargo, Northrup Grumman, Intel, PayPal, Walgreens and others.

Purchase Consideration (US$ million)	106.0
Valuation (US$ million)(1)	106.9
NLA (sq ft)	274,700
Number of Storeys	3
Land Tenure	Freehold
Year Built	2019
Committed Occupancy(2)	100.0%
Number of Tenants(2)	3
WALE by NLA(2)	7.9 years

Notes:

(1) Based on valuation as at 9 November 2021 by Jones Lang LaSalle Americas, Inc., an independent valuer.

(2) Based on information as at 23 November 2021, being the Latest Practicable Date (Singapore Time).

2.3 Tanasbourne Commerce Center

Tanasbourne Commerce Center is a three-building office campus located in Hillsboro, a submarket of Portland, the largest city in Oregon. Each building is 100% leased to single major, credit tenant with science, technology, engineering, and mathematics ("**STEM**") or technology, advertising, media and information ("**TAMI**") roots: Nike, Kaiser Permanente and Tokyo Electron.

Purchase Consideration (US$ million)	33.85
Valuation (US$ million)(1)	34.4
NLA (sq ft)	132,851
Number of Storeys	Building A – 2 Building C – 1 Building D – 1
Land Tenure	Freehold
Year Built	Building A – 1995 Building C – 1986 Building D – 1986
Year of Last Refurbishment Completion	Building A – 2017 Building C – 2020 Building D – 2015
Committed Occupancy(2)	100.0%
Number of Tenants(2)	3
WALE by NLA(2)	4.9 years

Notes:

(1) Based on valuation as at 1 November 2021 by Jones Lang LaSalle Americas, Inc., an independent valuer.

(2) Based on information as at 23 November 2021, being the Latest Practicable Date (Singapore Time).

3. DETAILS OF THE ACQUISITIONS

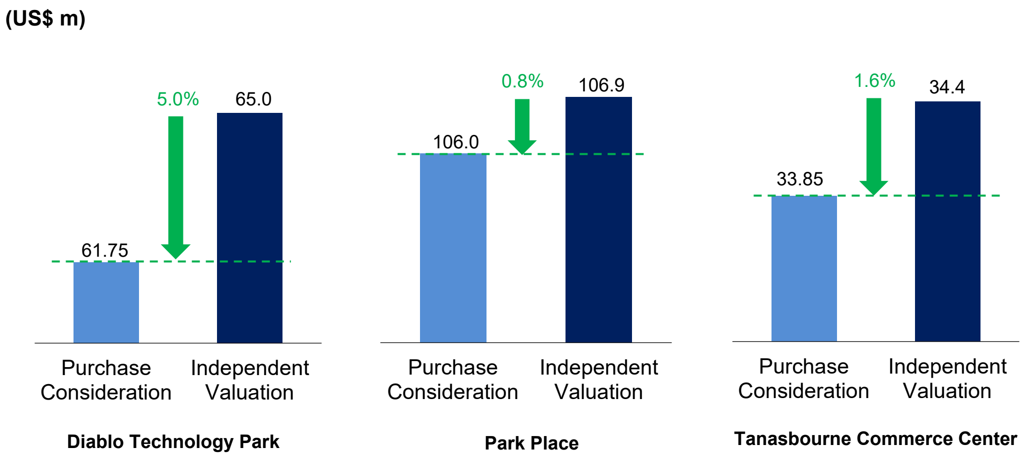
3.1 Purchase Consideration and Valuation

The aggregate purchase consideration payable for the acquisition of the Properties (the "**Acquisitions**") is US$201.6 million (the "**Aggregate Purchase Consideration**"), comprising US$61.75 million for Diablo Technology Park, US$106.0 million for Park Place and US$33.85 million for Tanasbourne Commerce Center (each a "**Purchase Consideration**"). The Purchase Consideration was each negotiated on a willing-buyer and willing-seller basis after taking into account the independent valuation of the respective Property by Jones Lang LaSalle Americas, Inc., the independent valuer (the "**Valuer**") commissioned by the Manager and the Trustee to value the Properties.

The independent valuation conducted by the Valuer concluded a market value for Diablo Technology Park of US$65.0 million as of 9 November 2021, based on the income capitalisation approach and the sales comparison approach. The income capitalisation approach consisted of a discounted cash flow analysis and a direct capitalisation method. The Purchase Consideration is 5.0% lower than the Valuer's valuation.

The independent valuation conducted by the Valuer concluded a market value for Park Place of US$106.9 million as of 9 November 2021, based on the income capitalisation approach and the sales comparison approach. The income capitalisation approach consisted of a discounted cash flow analysis and a direct capitalisation method. The Purchase Consideration is 0.8% lower than the Valuer's valuation.

The independent valuation conducted by the Valuer concluded a market value for Tanasbourne Commerce Center of US$34.4 million as of 1 November 2021, based on the income capitalisation approach and the sales comparison approach. The income capitalisation approach consisted of a discounted cash flow analysis and a direct capitalisation method. The Purchase Consideration is 1.6% lower than the Valuer's valuation.



3.2 Total Acquisition Cost

The total cost of the Acquisitions (the "**Total Acquisition Cost**") is currently estimated to be approximately US$207.7 million, comprising:

3.2.1 the Aggregate Purchase Consideration of US$201.6 million;

3.2.2 an acquisition fee of approximately US$2.0 million (the "**Acquisition Fee**") payable to the Manager pursuant to the trust deed dated 27 March 2015 constituting Manulife US REIT (as amended and restated), which the Manager has elected to be paid in cash; and

3.2.3 the estimated professional and other transaction fees and expenses of approximately US$4.1 million incurred or to be incurred by Manulife US REIT in connection with the Acquisitions.

3.3 Purchase Agreements

3.3.1 Diablo Purchase Agreement

The principal terms of the Diablo Purchase Agreement include the following:

- customary provisions relating to the acquisition, including limited representations and warranties;
- the conditions precedent to the buyer's obligation to proceed with the closing include that (i) all representations of Diablo Vendor contained in the Diablo Purchase Agreement are true and correct in all material respects at the time of the closing date; (ii) the title company shall be unconditionally committed to issue title policy to buyer; (iii) as of the closing date, Diablo Vendor shall have tendered all deliveries to be made by it at the closing;

and (iv) Diablo Vendor shall have delivered tenant estoppel certificates for all major tenants under the leases to buyer;

- the Property is being conveyed on an "as is, where is" basis with limited representations and warranties by both parties; and
- to the extent that the Diablo Vendor's obligations under the Diablo Purchase Agreement survive the closing, they will survive for 9 months following the closing date, and the Diablo Vendor will not have any liability to the buyer for most breaches until the buyer's claims aggregate more than US$50,000, subject to a cap of US$1.5 million.

3.3.2 Park Place Purchase Agreement

The principal terms of the Park Place Purchase Agreement include the following:

- customary provisions relating to the acquisition, including limited representations and warranties;
- the conditions precedent to the buyer's obligation to proceed with the closing include that (i) all representations of Park Place Vendor contained in the Park Place Purchase Agreement are true and correct in all material respects at the time of the closing date; (ii) the title company shall be unconditionally committed to issue title policy to buyer; (iii) as of the closing date, Park Place Vendor shall have materially performed all of its obligations under the Park Place Purchase Agreement; and (iv) Park Place Vendor shall have delivered tenant estoppel certificates for all tenants under the leases to buyer;
- the Property is being conveyed on an "as is, where is" basis with limited representations and warranties by both parties; and
- to the extent that the Park Place Vendor's obligations under the Park Place Purchase Agreement survive the closing, they will survive for 12 months following the closing date, and the Park Place Vendor will not have any liability to the buyer for most breaches until the buyer's claims aggregate more than US$50,000, subject to a cap of US$3.0 million.

3.3.3 Tanasbourne Purchase Agreement

The principal terms of the Tanasbourne Purchase Agreement include the following:

- customary provisions relating to the acquisition, including limited representations and warranties;
- the conditions precedent to the buyer's obligation to proceed with the closing include that (i) all representations of Tanasbourne Vendor contained in the Tanasbourne Purchase Agreement are true and correct in all material respects at the time of the closing date; (ii) the title company shall be unconditionally committed to issue title policy to buyer; (iii) as of the closing date, Tanasbourne Vendor shall have materially performed all of its obligations under the Tanasbourne Purchase Agreement; and (iv)

Tanasbourne Vendor shall have delivered tenant estoppel certificates for all tenants under the leases (except for the coffee shop) to buyer;

- the Property is being conveyed on an "as is, where is" basis with limited representations and warranties by both parties; and
- to the extent that the Tanasbourne Vendor's obligations under the Tanasbourne Purchase Agreement survive the closing, they will survive for 9 months following the closing date, and the Tanasbourne Vendor will not have any liability to the buyer for most breaches until the buyer's claims aggregate more than US$50,000, subject to a cap of US$675,000.

The Manager anticipates completing the Acquisitions in December 2021.

3.4 Property Management Agreement

Upon completion of the Acquisition, property management services in respect of the Property will be performed by John Hancock Life Insurance Company (U.S.A.) ("**JHUSA**") as property manager of Manulife US REIT, pursuant to the master property management agreement entered into between JHUSA and Hancock S-REIT Parent Corp., a wholly owned subsidiary of Manulife US REIT, on 26 June 2015 (as amended) (the "**Master Property Management Agreement**").

The property management fees payable is 2.5% of the gross income (excluding non-cash items) for Diablo Technology Park and 3.0% of the gross income (excluding non-cash items) for Park Place and Tanasbourne Commence Center for each month, payable in arrears.

(See the prospectus of Manulife US REIT dated 12 May 2016 for further details of the terms of the Master Property Management Agreement.)

3.5 Structure of the Acquisition and Transfer of the Purchase Agreements

3.5.1 John Hancock Life Insurance Company (U.S.A.) (the "**Sponsor Affiliate**") had previously entered into the Diablo Purchase Agreement with the Diablo Vendor. Under the terms of the Diablo Purchase Agreement, the purchaser has until 2 December 2021 (the "**Diablo Relevant Time**") to indicate whether it intends to complete the acquisition of Diablo Technology Park. The Sponsor Affiliate transferred the Diablo Purchase Agreement to Manulife US REIT, through its wholly-owned subsidiary, Hancock S-REIT Tempe LLC, on 8:00 p.m. on 29 November 2021 (Eastern time) prior to the Diablo Relevant Time.

3.5.2 The Sponsor Affiliate had previously entered into the Park Place Purchase Agreement with the Park Place Vendor. Under the terms of the Park Place Purchase Agreement, the purchaser has until 2 December 2021 (the "**Park Place Relevant Time**") to indicate whether it intends to complete the acquisition of Park Place. The Sponsor Affiliate transferred the Park Place Purchase Agreement to Manulife US REIT, through its wholly-owned subsidiary, Hancock S-REIT Chandler LLC, on 8:00 p.m. on 29 November 2021 (Eastern time) prior to the Park Place Relevant Time.

3.5.3 The Sponsor Affiliate had previously entered into the Tanasbourne Purchase Agreement with the Tanasbourne Vendor. Under the terms of the Tanasbourne Purchase Agreement, the purchaser has until 2 December 2021 (Eastern time) (the

"**Tanasbourne Relevant Time**") to indicate whether it intends to complete the acquisition of Tanasbourne Commerce Center. The Sponsor Affiliate transferred the Tanasbourne Purchase Agreement to Manulife US REIT, through its wholly-owned subsidiary, Hancock S-REIT Portland LLC, on 8:00 p.m. on 29 November 2021 (Eastern time) prior to the Tanasbourne Relevant Time.

4. RATIONALE FOR AND BENEFITS OF THE ACQUISITIONS

Having built a high-quality portfolio of Trophy/Class A properties since IPO, the next phase of growth for MUST is the entry into high-growth sunbelt/magnet cities. The Acquisitions are in line with MUST's post-COVID-19 themes and will enhance the current portfolio with higher occupancies, longer WALE and growth tenants in the technology and healthcare sectors. The properties are located in markets that will continue to capture in-migration not only of highly skilled talent pools but also a multitude of technology and healthcare corporates, further driving growth.

(The following section has been prepared based on information from the independent market research reports for the Properties issued by Jones Lang LaSalle Americas, Inc.)

The Manager believes that the Acquisitions will enable Manulife US REIT to capitalise on the growth opportunities provided by these locations and bring the following key benefits to unitholders of Manulife US REIT ("**Unitholders**"):

4.1 Entry into High-growth Sunbelt/Magnet Cities: Phoenix, Arizona and Portland, Oregon

The properties will be MUST's maiden acquisitions in these markets.

4.1.1 Phoenix – Silicon Desert

Phoenix is the 11th largest metropolitan area in the United States and the capital of Arizona. Already home to more than 4.8 million people, it has one of the fastest growing U.S. populations. In recent years, Phoenix's economy and demographic composition have become more affluent and cosmopolitan, with a skilled and educated workforce particularly in STEM. Corporates have been drawn to its pro-business environment, which includes relatively low office rents and meaningfully lower labour costs for highly skilled workers. Benefiting from the accelerated outflows of talent from higher-cost coastal markets, Phoenix has gained recognition as one of the top markets for technology companies choosing to relocate or expand into the Valley of the Sun.

Population Growth

Drawn by its relatively low cost of living and warm climate, Phoenix's population grew by 15.6% to 4.8 million people between 2010 and 2020. Its 20- to 34-year-old population segment has risen by 16.6% from 2010 to 2020 as younger talent has flocked to Phoenix from high-cost markets. About a third of the population has a bachelor's degree - a 47% increase over the last decade. There have been net inflows of domestic and international migration of almost 400,000 and over 100,000 respectively over the decade. A lower cost of living, favourable tax environment and abundant housing options will continue to drive population migration to Phoenix.

Phoenix has also been swift to recover from COVID-19. In August 2021, it was one of the first major metro areas in the U.S. to exceed pre-pandemic employment levels. As at end September 2021, Phoenix's unemployment rate of 3.8% was lower than the U.S. national average of 4.8%.

Flourishing Phoenix Office Market

Phoenix is one of the largest mid-sized office markets in the U.S. comprising over 97 million sq ft of space. It registered 13.1 million sq ft of occupancy growth from 2015 through 2019. Since the onset of the pandemic, Phoenix has recorded 6.1 million sq ft of leasing, of which 70.0% of leasing activity comprises new leases (63.0%) and expansions (7.0%). Asking rents are up 2.3% year-on-year across Phoenix to a new high of US$29.08 psf in 2021.

Attractive Business Hub

The relatively low cost of doing business, diverse workforce and connectivity through its extensive transport infrastructure have continued to make Phoenix one of the nation's most attractive metro areas to relocate and expand into. This is evidenced by the recent increase in out-of-state companies looking at the city as a long-term investment to take advantage of the lower costs and rapidly growing talent pool there. Phoenix has deep roots in America's semiconductor manufacturing industry and is poised to become an even bigger player in the industry. Chipmaker giants Intel and Taiwan Semiconductor Manufacturing have recently announced further significant investments in the city.

Tempe Submarket

As one of the premier submarkets in Phoenix, Tempe is home to some of the highest-profile tenants in the region, with companies relocating or expanding from higher-cost metro areas in the search for talent and affordability. Tempe is home to Arizona State University (ASU), one of the largest educational institutions in the U.S. which has been named the most innovative college for six years running. ASU provides a pool of latent young talent for technology and high-growth companies in Tempe and, more broadly across Phoenix. Occupancy has been steady throughout the pandemic and it recorded two of its highest levels of net absorption in 2020 and 2021, driven by intra-market relocation and inbound corporate migration. Overall, submarket rents in Tempe achieved an 18.1% premium relative to the rest of Phoenix, which reflects the submarket's robust demand and high office absorption.

Chandler Submarket

Chandler is considered the nexus of Phoenix for technology and semiconductors as it has attracted large companies such as Intel, Taiwan Semiconductor Manufacturing and NXP Semiconductors. Chandler also offers more affordable large, modern office space to corporate users as compared to other submarkets. Since 2015, occupancy in Chandler has been highly resilient, with net absorption totalling 408,633 sq ft in 2020, and rent growth of 23.6%. The submarket's average rent of US$30.06 psf represents a discount to higher-priced locations in Phoenix, presenting upside rent reversion potential.

4.1.2 Portland – Silicon Forest

Portland is the largest city in the state of Oregon, and an established but still flourishing hub for high-tech manufacturing and athletic/sports apparel. Over the past decade, the region experienced a population growth of 12.9% (vs the U.S. average of 7.4%), one of the fastest growing on the West Coast. Portland is highly productive with an economic output of US$174.9 billion in 2019. Anchored by Intel, technology is the single-largest industry by footprint in Portland. Both legacy and emerging technology companies have taken office space there, both from migration from the Bay Area as well as organic growth out of Portland's start-up scene. Portland is expected to benefit from its educated, high-income and diversified workforce over the coming years, combined with its favourable costs of living and doing business.

Population Growth

Portland is a magnet city drawing young talent from higher-cost West Coast locations like San Francisco, Los Angeles and Seattle. Given its cultural scene and access to nature, Portland is considered to be a highly desirable live/work/play environment. Considered a national leader when it comes to sustainability, it also has affordable housing options and a high percentage (nearly half) of graduates with a degree in STEM fields. The unemployment rate in Portland is significantly lower at only 3.9% compared to the U.S. national average of 4.8%.

Thriving Portland Office Market

Portland's office market encompasses 59.8 million sq ft of leasable corporate-grade space, of which over half is in downtown Portland. Asking rents have increased 46.6% from 2015 and remained stable during COVID-19. There has been heightened demand in the suburbs from large technology players especially, evident in Apple's 50,000 sq ft and Microsoft's Azure 85,000 sq ft expansion. Portland also houses Nike's headquarters, as well as other competing athletic apparel companies such as Adidas, Under Armour and Columbia Sportswear.

Hillsboro

Situated in the Sunset Corridor, the submarket of Hillsboro is considered the heart of the Silicon Forest, evidenced by the over 27,000 computer and electronic manufacturing jobs located there. The Sunset Corridor office market is anchored by two large tenants, Intel and Nike. It houses the headquarters of Nike and has seen the strongest leasing activity after the CBD since 2010. The Sunset Corridor saw with 772,692 sq ft in leases signed in 2020, compared to the average of 333,282 sq ft in leases from 2011 to 2019. Intel is nearing completion of its multi-billion-dollar expansion of its D1X facility there, adding nearly 1.5 million sq ft, which will bring its total square footage to roughly 4 million sq ft. There is also strong demand and occupancy from tenants in the technology and life science sectors who adaptively reuse light industrial product found in the area for office space.

4.2 Propelling Exposure to High-growth Tenants in Technology and Healthcare Sectors

MUST's existing portfolio exposure to tenants in the information and healthcare sectors by GRI is 9.5%. Subsequent to the addition of Diablo Technology Park, Park Place and Tanasbourne Commerce Center to the portfolio, the exposure to information and healthcare sectors will grow by 34.7% to 12.8%. Furthermore, these Acquisitions will expand MUST's exposure in growth markets by 35.2%, from the current 21.0% to 28.4% by AUM.

The portfolio's top 10 tenants account for 95.5% of the portfolio's NLA and have a WALE of 6.0 years by NLA. All the top 10 tenants are listed and/or credit rated. The growth sectors of healthcare and technology account for 47.5% of the portfolio GRI, with a further 45.2% of the portfolio GRI comprising the stable and resilient finance and insurance sectors.

4.3 Fortifying Portfolio - Higher Occupancy and Longer WALE

4.3.1 Increasing MUST's Portfolio Occupancy and WALE

The current occupancy of the Acquisitions stands at 93.4%, with a WALE by NLA of 5.9 years. There are no expiries in 2022, and 70.5% of the portfolio by NLA expires in 2026 & beyond. The Acquisitions will increase MUST's portfolio occupancy from 90.9% (as at 30 September 2021), to 91.3% post-acquisition. Lease expiry will also be minimised in 2022 and 2023. MUST's 2022 expiration profile by NLA will drop from 11.7% pre-acquisition to 10.0% post-acquisition. The enlarged portfolio WALE will improve from 5.1 years pre-acquisition, to 5.2 years post-acquisition.

4.3.2 In-Place Rents Below Market, Potential for Positive Rental Reversion

The Acquisitions are expected to generate positive rental reversions, as in-place rents are currently below market rents. To illustrate, Diablo Technology Park's in-place rents of US$22.46 is 9.3% below the current market rate of US$24.54. Park Place's in-place rents of US$26.20 is 14.7% below the current market rate of US$30.06. Tanasbourne Commerce Center's in-place rents of US$23.73 is 14.0% below the current market rate of US$27.05. On a weighted average basis, based on NLA, the portfolio offers potential for approximately 12.3% positive rental reversion.

Furthermore, 100% of the leases in the portfolio have built-in annual escalations, averaging 2.5% per annum.

4.4 Enhancing Unitholders' Returns through Accretive Acquisitions

The Properties will be acquired at 2.3% lower than the total appraised fair values. The Acquisitions are expected to be DPU accretive to Unitholders. The 1H FY2021 pro forma DPU is expected to increase by 4.4% from 2.70 US cents to 2.82 US cents after the Acquisitions. See paragraph 5.3 of the Announcement for more details.

5. METHOD OF FINANCING AND PRO FORMA FINANCIAL EFFECTS OF THE ACQUISITIONS

5.1 Method of Financing

The Manager will finance the Total Acquisition Cost through a combination of loans and a private placement to institutional, accredited and other investors ("**Private Placement**") of new units in Manulife US REIT ("**New Units**"). Please refer to the announcement titled "Launch of Private Placement to Raise Gross Proceeds of no less than approximately US$80.0 million" dated 30 November 2021 for further details of the Private Placement.

5.2 Pro Forma Financial Effects of the Acquisitions

The pro forma financial effects of the Acquisitions on the distributions per unit ("**DPU**") and net asset value ("**NAV**") per unit in Manulife US REIT ("**Unit**") presented in paragraphs 5.3 and 5.4 are strictly for illustrative purposes only. The two pro forma financial effects presented below are for the six-month period ended 30 June 2021 ("**1H FY2021**") and the financial year ended 31 December 2020 ("**FY2020**"). Both pro forma financial effects were prepared based on the following assumptions:

- the Acquisitions are assumed to be funded through a combination of drawdown of loan facilities of US$127.7 million and a Private Placement of 120.8 million New Units to raise gross proceeds of approximately US$80.0 million. In the event that the New Units issued are different from the assumption, the pro forma financial effects of the Acquisitions would differ;
- Manager's management fees and property management fees are paid in units, and;
- the Properties is assumed to be generating net property income for the full period of 1H FY2021 and FY2020.

5.3 1H FY2021 Pro Forma Financial Effects of the Acquisitions based on the Manulife US REIT Group Unaudited Financial Statements

FOR ILLUSTRATIVE PURPOSES ONLY: The pro forma financial effects of the Acquisitions on the DPU and NAV per Unit and capitalisation presented below are strictly for illustrative purposes only and were prepared based on the unaudited financial statements of Manulife US REIT and its subsidiaries (the "**Manulife US REIT Group**") for the six-month period ended 30 June 2021 ("**1H FY2021**" and the "**1H FY2021 Unaudited Financial Statements**") and the unaudited management accounts of the Properties for the six-month period ended 30 June 2021.

In addition to the assumptions outlined in paragraph 5.2, the pro forma financial effects also assume that all existing or committed leases were in place since 1 January 2021, adjusted for lease renewal and vacancies (based on information as at 23 November 2021), and all tenants paid their rents in full during this period.

(i) **1H FY2021 Pro Forma DPU**

FOR ILLUSTRATIVE PURPOSES ONLY:

The pro forma financial effects of the Acquisition on Manulife US REIT's DPU for 1H FY2021 as if the Acquisitions were completed on 1 January 2021 and Manulife US REIT held and operated the Properties through to 30 June 2021 are as follows:

	Pro forma Financial Effects for 1H FY2021	
	1H FY2021 Unaudited Financial Statements	After the Acquisitions(1)
Distributable Income available for Unitholders (US$'000)	42,990	48,253 (2)
Issued Units ('000)	1,591,661	1,712,507(3)
DPU (US cents)	2.70	2.82
DPU Accretion (%)(4)	N.A.	4.4

N.A.: Not applicable

Notes:

(1) Assuming that the New Units in relation the Private Placement are issued at an illustrative price of US$0.662 per New Unit.

(2) Assume that all existing and committed leases were in place since 1 January 2021, adjusted for lease renewals and vacancies (based on information as at 23 November 2021).

(3) The number of issued Units as at 30 June 2021 include approximately 120.8 million of New Units issued from the Private Placement.

(4) Subject to rounding difference.

(ii) **1H FY2021 Pro Forma NAV as at 30 June 2021**

FOR ILLUSTRATIVE PURPOSES ONLY:

The pro forma financial effects of the Acquisitions on Manulife US REIT's NAV per Unit as at 30 June 2021, as if the Acquisitions were completed on 30 June 2021 are as follows:

	Pro forma Financial Effects as at 30 June 2021	
	1H FY2021 Unaudited Financial Statements	After the Acquisitions
NAV (US$'000)	1,130,126	1,208,162
Units issued and to be issued ('000)	1,600,071(1)	1,720,917(2)
NAV per Unit (US$)(3)	0.71	0.70

Notes:

(1) Based on total number of Units issued and to be issued as at 30 June 2021.

(2) Including Units issued and to be issued as at 30 June 2021 and assuming that the New Units in relation to Private Placement were issued at an illustrative price of US$0.662 per New Unit.

(3) Subject to rounding difference.

(iii) **1H FY2021 Pro Forma Capitalisation as at 30 June 2021**

FOR ILLUSTRATIVE PURPOSES ONLY:

The pro forma capitalisation of Manulife US REIT as at 30 June 2021, as if the Acquisitions were completed on 30 June 2021, is as follows:

	Pro forma Financial Effects as at 30 June 2021	
	1H FY2021 Unaudited Financial Statements	After the Acquisitions
Total loans and borrowings (US$'000)(1)(2)(3)	870,546	997,728
Unitholders' funds (US$'000)	1,130,126	1,208,162
Total capitalisation (US$'000)	**2,000,672**	**2,205,890**

Notes:

(1) Stated net of unamortised transaction costs.

(2) Includes secured and unsecured loans and borrowings.

(3) Pro forma aggregate leverage is expected to increase from 42.1% to 43.9%.

5.4 FY2020 Pro Forma Financial Effects of the Acquisitions based on the Manulife US REIT Group Audited Financial Statements for financial year ended 31 December 2020

FOR ILLUSTRATIVE PURPOSES ONLY: The pro forma financial effects of the Acquisitions on the DPU and NAV per Unit and capitalisation presented below are strictly for illustrative purposes only and were prepared based on the audited financial statements of Manulife US REIT Group for the financial year ended 31 December 2020 ("**FY2020**" and the "**FY2020 Audited Financial Statements**") and the unaudited management accounts of the Properties.

In addition to the assumptions outlined in paragraph 5.2, the pro forma financial effects also assume that all existing or committed leases were in place since 1 January 2020, adjusted for lease renewal and vacancies (based on information as at 23 November 2021), and all tenants paid their rents in full during this period.

(i) **FY2020 Pro Forma DPU**

FOR ILLUSTRATIVE PURPOSES ONLY:

The pro forma financial effects of the Acquisitions on Manulife US REIT's DPU for FY2020 as if the Acquisitions were completed on 1 January 2020 and Manulife US REIT held and operated the Properties in FY2020 are as follows:

	Pro forma Financial Effects for FY2020		
	FY2020 Audited Financial Statements	**After the Acquisitions(1)(2)**	**After the Acquisitions, adjusted with committed occupancy(1)(3)**
Distributable Income (US$'000)	88,967	93,814	99,080
Issued Units ('000)	1,582,933	1,704,288(4)	1,704,756(5)
DPU (US cents)	5.64	5.52	5.83
DPU Accretion (%)(7)	N.A.	-2.1(6)	3.4

N.A.: Not applicable

Notes:

(1) Assuming that the New Units in relation the Private Placement are issued at an illustrative price of US$0.662 per New Unit.

(2) Based on the unaudited management accounts of the Properties for the financial year ended 31 December 2020.

(3) Based on the unaudited management accounts of the Properties for the financial year ended 31 December 2020 with adjustments which assumed that all existing and committed leases were in place since 1 January 2020, adjusted for lease renewals and vacancies (based on information as at 23 November 2021).

(4) The number of issued Units as at 31 December 2020 include (i) approximately 120.8 million of New Units issued from the Private Placement; and (ii) approximately 0.5 million New Units issued to the Manager and Property Manager for base fees and property management fees.

(5) The number of issued Units as at 31 December 2020 include (i) approximately 120.8 million of New Units issued from the Private Placement; and (ii) approximately 1.0 million New Units issued to the Manager and Property Manager for base fees and property management fees.

(6) Mainly due to rent-free periods provided at the start of the leases in 2020 for Park Place which was built in 2019.

(7) Subject to rounding difference.

(ii) **FY2020 Pro Forma NAV as at 31 December 2020**

FOR ILLUSTRATIVE PURPOSES ONLY:

The pro forma financial effects of the Acquisitions on Manulife US REIT's NAV per Unit as at 31 December 2020, as if the Acquisitions were completed on 31 December 2020 are as follows:

	Pro forma Financial Effects as at 31 December 2020	
	FY2020 Audited Financial Statements	**After the Acquisitions**
NAV (US$'000)	1,157,888	1,235,924
Units issued and to be issued ('000)	1,591,661(1)	1,712,507(2)
NAV per Unit (US$)(3)	0.73	0.72

Notes:

(1) Based on total number of Units issued and to be issued as at 31 December 2020.

(2) Including Units issued and to be issued as at 31 December 2020 and assuming that the new Units in relation to Private Placement were issued at an illustrative price of US$0.662 per New Unit.

(3) Subject to rounding difference.

(iii) **FY2020 Pro Forma Capitalisation as at 31 December 2020**

FOR ILLUSTRATIVE PURPOSES ONLY:

The pro forma capitalisation of Manulife US REIT as at 31 December 2020, as if the Acquisitions were completed on 31 December 2020, is as follows:

	Pro forma Financial Effects as at 31 December 2020	
	FY2020 Audited Financial Statements	**After the Acquisitions**
Total loans and borrowings (US$'000)(1)(2)(3)	852,287	979,469
Unitholders' funds (US$'000)	1,157,888	1,235,924
Total capitalisation (US$'000)	**2,010,175**	**2,215,393**

Notes:

(1) Stated net of unamortised transaction costs.

(2) Includes secured and unsecured loans and borrowings.

(3) Pro forma aggregate leverage is expected to increase from 41.0% to 42.9%.

6. OTHER INFORMATION

6.1 Disclosure under Rule 1006 of the Listing Manual

Chapter 10 of the Listing Manual governs the acquisition and divestment of assets, including options to acquire or dispose of assets, by an issuer. Such transactions are classified into the following categories:

(a) non-discloseable transactions;

(b) discloseable transactions;

(c) major transactions; and

(d) very substantial acquisitions or reverse takeovers.

A transaction by an issuer may fall into any of the categories set out above depending on the size of the relative figures computed on the following bases of comparison:

(i) the NAV of the assets to be disposed of, compared with the issuer's NAV;

(ii) the net profits attributable to the assets acquired, compared with the issuer's net profit;

(iii) the aggregate value of the consideration given, compared with the issuer's market capitalisation; and

(iv) the number of Units issued by the issuer as consideration for an acquisition, compared with the number of Units previously in issue.

The relative figures for the Acquisition using the applicable bases of comparison in Rule 1006 of the Listing Manual are set out in the table below.

Comparison of	The Acquisitions (US$ million)	Manulife US REIT (US$ million)	Relative figure (%)
Rule 1006(b) Net property income[(1)] attributable to the assets acquired compared to Manulife US REIT's net property income	13.8[(2)]	115.8[(3)]	11.9
Rule 1006(c) Aggregate value of consideration[(4)] to be given compared with Manulife US REIT's market capitalisation[(5)]	201.6	1,139.9	17.7

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) Based on the unaudited management accounts of the Properties for the financial year ended 31 December 2020 with adjustments which assumed that all existing and committed leases were in place since 1 January 2020, adjusted for lease renewals and vacancies (based on information as at 23 November 2021).

(3) Based on the audited financial statements of Manulife US REIT Group for the financial year ended 31 December 2020.

(4) For the purposes of computation under Rule 1006(c), the aggregate consideration given by Manulife US REIT is the Aggregate Purchase Consideration for the Properties.

(5) Based on 1,600,070,689 Units in issue and the weighted average price of US$0.7124 per Unit on the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") on 29 November 2021, being the market day preceding the date of entry into the Diablo Purchase Agreement, Park Place Purchase Agreement and Tanasbourne Purchase Agreement.

The relative figure in Rule 1006(d) in relation to the number of Units issued by Manulife US REIT as consideration for the Acquisitions, compared with the number of Units previously in issue, is not applicable to the Acquisitions as the Aggregate Purchase Consideration is payable entirely in cash.

6.2 Interest of Directors and Substantial Unitholders[1]

As at the date of this announcement, certain director(s) of the Manager collectively hold an aggregate direct and indirect interest in 1,834,689 Units. Further details of the interests in Units of Directors and Substantial Unitholders 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 23 November 2021:

Name of Directors	Direct Interest		Deemed Interest		Total No. of Units held	%(1)
	No. of Units	%(1)	No. of Units	%(1)		
Mr Hsieh Tsun-Yan(2)	991,325	0.062	-	-	991,325	0.062
Professor Koh Cher Chiew Francis(3)	50,000	0.003	-	-	50,000	0.003
Ms Veronica Julia McCann(4)	793,364	0.050	-	-	793,364	0.050
Dr Choo Kian Koon	-	-	-	-	-	-
Mrs Karen Tay Koh	-	-	-	-	-	-
Mr Michael Floyd Dommermuth	-	-	-	-	-	-
Mr Stephen James Blewitt	-	-	-	-	-	-

Notes:
(1) The percentage of unitholding is calculated based on the total number of 1,600,070,689 Units in issue as at 23 November 2021.
(2) The 991,325 Units are jointly owned by Mr Hsieh Tsun-Yan and his spouse, Ms Hsieh Siauyih Goon.
(3) The 50,000 Units are jointly owned by Professor Koh Cher Chiew Francis and his spouse, Ms Chan Wah Mei.
(4) The 793,364 Units are jointly owned by Ms Veronica McCann and her spouse, Mr Steven John Baggott.

1 A "**Substantial Unitholder**" means a person who has an interest in Units constituting not less than 5.0% of the total number of 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 23 November 2021 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)]		
Manulife (International) Limited	84,657,792	5.29	-	-	84,657,792	5.29
Manulife International Holdings Limited[(2)]	-	-	84,657,792	5.29	84,657,792	5.29
Manulife Financial Asia Limited[(3)]	1	n.m.[(7)]	149,843,920	9.36	149,843,921	9.36
Manulife Holdings (Bermuda) Limited[(4)]	-	-	149,843,921	9.36	149,843,921	9.36
The Manufacturers Life Insurance Company[(5)]	-	-	149,843,921	9.36	149,843,921	9.36
Manulife Financial Corporation[(6)]	-	-	149,843,921	9.36	149,843,921	9.36

Notes:

(1) The percentage of unitholding is calculated based on the total number of 1,600,070,689 Units in issue as at 23 November 2021.

(2) Manulife (International) Limited ("**MIL**") is a wholly-owned subsidiary of Manulife International Holdings Limited ("**MIHL**"). MIHL is therefore deemed interested in MIL's direct interest in 84,657,792 Units.

(3) MIHL, Manufacturers Life Reinsurance Limited ("**MLRL**") and Manulife US Real Estate Management Pte. Ltd. ("**MUSREM**") are wholly-owned subsidiaries of Manulife Financial Asia Limited ("**MFAL**"). MFAL is therefore deemed interested in (i) MIHL's deemed interest in 84,657,792 Units; (ii) MLRL's direct interest in 56,996,614 Units; and (iii) MUSREM's direct interest in 8,189,514 Units.

(4) MFAL is a wholly-owned subsidiary of Manulife Holdings (Bermuda) Limited ("**MHBL**"). MHBL is therefore deemed interested in (i) MFAL's direct interest in 1 Unit; and (ii) MFAL's deemed interest in 149,843,920 Units.

(5) MHBL is a wholly-owned subsidiary of The Manufacturers Life Insurance Company (the "**Sponsor**"). The Sponsor is therefore deemed interested in MHBL's deemed interest in 149,843,921 Units.

(6) The Sponsor is a wholly-owned subsidiary of Manulife Financial Corporation ("**MFC**"). MFC is therefore deemed interested in the Sponsor's deemed interest in 149,843,921 Units.

(7) Not meaningful.

Save as disclosed above and based on information available to the Manager as at the date of this announcement, none of the Directors or the Substantial Unitholders has an interest, direct or indirect, in the Acquisitions.

6.3 Directors' Service Contracts

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

7. DOCUMENTS FOR INSPECTION

A copy of the following is available for inspection during normal business hours at the registered office of the Manager located at 8 Cross Street, #16-03, Manulife Tower, Singapore 048424 for a period of three months commencing from the date of this announcement, prior appointment would be appreciated:

(i) the Diablo Purchase Agreement;

(ii) the Park Place Purchase Agreement;

(iii) the Tanasbourne Purchase Agreement;

(iv) the independent valuation report on the Properties issued by the Valuer;

(v) the independent market research report for the Properties issued by Jones Lang LaSalle Americas, Inc.;

(vi) the FY2020 Audited Financial Statements; and

(vii) the 1H FY2021 Unaudited Financial Statements.

BY ORDER OF THE BOARD
Jill Smith
Chief Executive Officer

Manulife US Real Estate Management Pte. Ltd.
(Company registration no. 201503253R)
(as manager of Manulife US Real Estate Investment Trust)

30 November 2021

IMPORTANT NOTICE

This announcement is not for distribution, directly or indirectly, in or into the United States and is not an offer of securities for sale in the United States or any other jurisdictions.

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 may only deal in their Units through trading on the SGX-ST. Listing of the Units on the SGX-ST does not guarantee a liquid market for the Units.

This announcement is for information purposes only and does not constitute or form part of an offer, invitation or solicitation of any securities of Manulife US REIT in Singapore or any other jurisdiction nor should it or any part of it form the basis of, or be relied upon in connection with, any contract or commitment whatsoever.

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This announcement may contain forward-looking statements that involve assumptions, risks and uncertainties. Actual future performance, outcomes and results may differ materially from those expressed in forward-looking statements as a result of a number of risks, uncertainties and assumptions. Representative examples of these factors 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), property expenses and governmental and public policy changes. Investors are cautioned not to place undue reliance on these forward-looking statements, which are based on the Manager's view of future events.

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The securities referred to herein have not been and will not be registered under the Securities Act, and may not be offered or sold in the United States absent registration or an exemption from registration under the Securities Act or under the securities laws of any state or other jurisdiction of the United States, and any such new Units may not be offered or sold within the United States except pursuant to an exemption from, or transactions not subject to, the registration requirements of the Securities Act and in compliance with any applicable state securities laws. Any public offering of securities to be made in the United States would be made by means of a prospectus that may be obtained from an issuer and would contain detailed information about such issuer and the management, as well as financial statements. There will be no public offering of the securities referred to herein in the United States.

This publication has not been reviewed by the Monetary Authority of Singapore.

Notification under Section 309B of the Securities and Futures Act, Chapter 289 of Singapore: The New Units are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).