

## Extraordinary General Meeting Proposed Acquisition of 18 Tai Seng, Singapore

22 January 2019

### **Important Notice**



This presentation shall be read in conjunction with Mapletree Industrial Trust's ("MIT") circular to unitholders in relation to the proposed acquisition of 18 Tai Seng, Singapore which is an interested person transaction dated 4 January 2019.

This presentation is for information only and does not constitute an offer or solicitation of an offer to sell or invitation to subscribe for or acquire any units in Mapletree Industrial Trust ("Units").

The past performance of the Units and MIT is not indicative of the future performance of MIT or Mapletree Industrial Trust Management Ltd. (the "Manager").

The value of Units and the income from them may rise or fall. 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 Singapore Exchange Securities Trading Limited ("SGX-ST"). Listing of the Units on the SGX-ST does not guarantee a liquid market for the Units.

This presentation may also contain forward-looking statements that involve risks and uncertainties. Actual future performance, outcomes and results may differ materially from those expressed in forward-looking statements as a result of risks, uncertainties and assumptions. Representative examples of these factors include general industry and economic conditions, interest rate trends, cost of capital, occupancy rate, construction and development risks, changes in operating expenses (including employees wages, benefits and training costs), governmental and public policy changes and the continued availability of financing. You are cautioned not to place undue reliance on these forward-looking statements, which are based on current view of management on future events.

Nothing in this presentation should be construed as financial, investment, business, legal or tax advice and you should consult your own independent professional advisors.

### Notice of Extraordinary General Meeting

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#### MAPLETREE INDUSTRIAL TRUST

Considerable in the Republic of Str. parateri lo a tract deed dated 25 January 2000 (as amended))

#### NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY OVEN that an EXTRAORDINARY 2. A Uniformite who is a homeast interesting writing is after **GENERAL REETING ('EGM')** of the holders of units of Maptekov inclusioni Trust ("MIT", and the bolders of units of WT "Unithelders") will be field on 22 January 2019 (Tanning) #1.2 30 p m Al 10 Paral Paravig Road, Maglobics Disorses City, Toan Hall - Authorar, Sepapore 117450, In: the paperse of consellering and, if thought 61, passeng, with or deliveral medications, he following resolution:

#### DREINARY RESOLUTION

THE PROPOSED ACQUISITION OF 18 TALSEND, SINGAPORE WHICH IS AN INTERESTED PERSON TRANSACTION

- approval be and is hereby green lot the perpensit acquisition of 10 Tat Song, Singaporo Brough the acquisition of all fee units of Marina Taryl (Rey Droponed Association) which als stated in the statistics Tel Serie Pie. Ltd. ("MTSPL"). on the learns and conditions sel out in the conditional unit conclusiv experience (the 'Unit Purchase Assessment') detect 10 December 2418 made balanen ORS Tratee Limited. as ingles of MT due "Trustee") and MTRPL and that the anter into of the Unit Parchase Agreement be and is hereby publication from becoming
- (6) approval be and is benefic gires for the paravent of all fees and expenses relating to the Proposed Acquitation, and
- (iii) Mapletise Industrial Trust Management Ltd., as the manager of NET (the 'Monager'), any director of the Manager and the Truckey by and are hereby percently authorized to complete and do all such acts and birgs (including executing all such documents as may be required; as the Manager, made director of the Manager or, as like case may be, he Trushes your consider experient of mesessary of its file interests of Mill to gree others to the Proposed Acquisition and all traveachers contemplated under the Unit Potchase Agreement and in the connection, he heard of directors of the Manader (this 'Board') be benche authorized is deletate such asthesity to such persons as the Eward device fit.

#### BY ORDER OF THE BOARD

Mediotroe Industrial Trust Management Ltd. Company Registration No. 20101060707 As Manager of Medickee Industrial Total

Man Keong Weng Jaird Company Secretary.

Sangapure 4 January 2010

#### Important Notice:

A Unifickly: why to not a Delevard Informediary withheir to attend and vote at the highlight is omitted to appoint one or him proxime to affered and vote in fail/her atead. A proxy reset not be a Unitionitie. Where a Unitiable appointumere that one posey, for apportheents shall be musici oriens burshe specifies the properties of list her helding (separased as a precentings of the whole) is be represented by each prory.

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#### Belevant Internediary' means

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- ID a passes hobbing a capital market services konce to previeto custodar services tot sociation under the Securities and Follow Act, Chapter 284 of Singapore. and who holds Units in that surplicity; or
- as the Central Provident First Board ("CPF Board") established by the Central Provided Fund Acl, Chapter 36 of Singapore, its respect of Urah purchased ander the subsidiary togetation reado under that Act providing for the making of exceptions have the contributions and stinted standing to the credit of metabers of the Conital Provident Fund, # Rev CPF Board holds Heree Units in the capacity of an informediary personnel for rein accordance with that subsidiary ingelation
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#### Parsonal data privary

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MAMAGET DV MAPLETREE INDUSTRIAL TRUST MANAGEMENT LTD.

#### CIRCULAR DATED 4 JANUARY 2019

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.



Singapore Exchange Securities Tracing Limited (he "SGX-ST") assumes no responsibility for the consciness of any of the statements made, opinions expressed or reports contained in this olicular to untholders of Mapletree Industrial Trust ("MII", and untholders of MIT, "Unitsolders') caled 4 January 2019 dhis "Circular"). If you are in any coubt as to the action you should tale, you should consult your slockbroket, bank manager, solo for accountant or other professional adviser immediately

If you have acid or franchered all your units in MIT ("Units"), you should immediately forward this Circular, together with the Notice of Extraordnary General Meeting and the accompanying Proxy. Form in this Cliquity, to the purchaser or transferre or to the bank; stockbroker or other agent through whom the sale or fransler was effected tor onward transmission to the purchaser or transferee.

CIRCULAR TO UNITHOLDERS IN RELATION TO THE PROPOSED ACQUISITION OF 18 TAI SENG. SINGAPORE WHICH IS AN INTERESTED PERSON TRANSACTION

Last date and time for todgement of Proxy Forms.	19 January 2019 (Saturday) at 2.30 p.m.
Date and time of Extraordinary General Mooling ("EGM")	22 Junuary 2019 (Toesday) at 2.30 p.m.
Place of EUM	10 Pasir Panjung Road, Mapletroe Suniness City Town Hall - Auditorium, Singapore 117436

Independent Please W Advisor to the Ledependiant Directory and Apolt and File Committee of Mapletine Indicated Truth Management Uklin its capacity as manager of Mapletine Indicated Truth and to DRS. Tustee United in its capacity as trustee of Mapletine Inductiva Trust DELOITTE & TOUCHE CORPORATE FINANCE PTE LTD (becomposited in the Republic of Singlepine) (Company Registration Number: 2008007448)

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## **OVERVIEW**

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18 Tai Seng, Singapore

### Overview of the Proposed Acquisition



Proposed acquisition of 18 Tai Seng, Singapore, a unique nine-storey mixed-use industrial development with Business 2 industrial, office and retail spaces

Address	18 Tai Seng Street, Singapore 539775
Agreed property value	S\$268.3 million
Total acquisition outlay	S\$271.0 million
Vendor	Mapletree Tai Seng Pte. Ltd.
Land area	126,799 square feet ("sq ft")
Land tenure	30 years commencing from 26 Mar 2014
Plot ratio	3.5 (Business 2 Industrial: 2.5 & White: 1.0)
GFA	443,810 sq ft
NLA	384,212 sq ft - Industrial: 283,703 sq ft - Office: 53,441 sq ft - Retail: 47,068 sq ft
Average passing rental rates <sup>1</sup>	S\$4.58 per square foot per month ("psf/mth") - Industrial: S\$4.04 psf/mth - Office: S\$5.15 psf/mth - Retail: S\$7.64 psf/mth
WALE <sup>1</sup>	3.6 years (by gross rental income)
Occupancy rate <sup>2</sup>	87.4%
NPI Yield <sup>3</sup>	6.8%



<sup>1</sup> As at 30 Sep 2018.

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<sup>2</sup> As at 30 Sep 2018. As at the Latest Practicable Date, the committed occupancy rate of the Property was 94.3%, with all the committed leases to commence progressively up to 1 Mar 2019.

<sup>3</sup> Based on the *pro forma* NPI of 18 Tai Seng, Singapore assuming the committed occupancy rate of the Property at 94.3%.

### Strategically Located in Paya Lebar iPark



### At the Centre of Paya Lebar iPark: Singapore's Modern Industrial Park



- Prominent frontage along Upper Paya Lebar Road
- Easily accessible via major expressways (Kallang-Paya Lebar Expressway, Pan-Island Expressway and Central Expressway)
- Attractive to companies looking for high quality business space in the city fringe

Short drive from mature housing estates like Hougang, Bedok and Toa Payoh and Central Business District



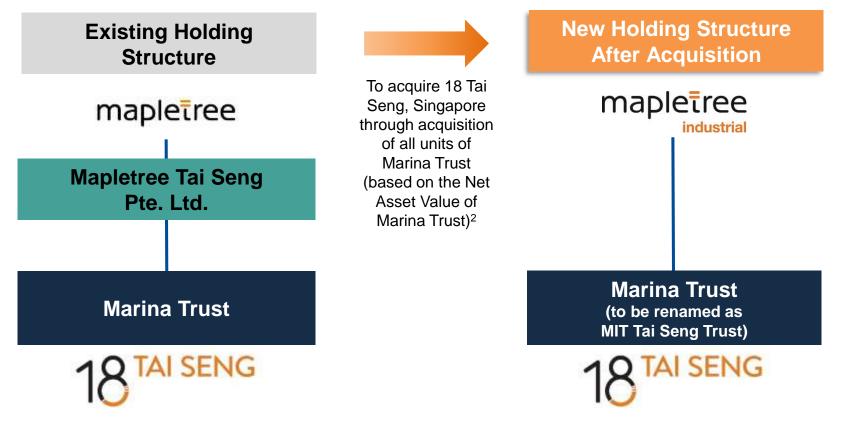


Directly connected to Tai Seng MRT Station (CC11) via an underground pedestrian link

### Structure of Proposed Acquisition



Proposed acquisition of 18 Tai Seng, Singapore from Mapletree Tai Seng Pte. Ltd. (indirect wholly-owned subsidiary of Mapletree Investments Pte Ltd) is subject to Unitholders' approval<sup>1</sup>



- <sup>1</sup> The Proposed Acquisition will constitute an "interested person transaction" under Chapter 9 of the Listing Manual and an "interested party transaction" under the Property Funds Appendix, in respect of which the approval of Unitholders is required.
- <sup>2</sup> The Aggregate Consideration for the Proposed Acquisition comprises the consideration payable to Mapletree Tai Seng Pte. Ltd. for all units of Marina Trust based on the Net Asset Value of Marina Trust as at Completion Date. The Net Asset Value shall take into account the Agreed Property Value of S\$268.3 million.

## FUNDING STRUCTURE AND VALUATION

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Underground Pedestrian Link to Tai Seng MRT Station

18 TAI SEN

### **Total Acquisition Outlay**

	S\$ million
Agreed Property Value	268.3
Intercompany Loan	(156.8)
Distribution Payable (for Retained Earnings up to Completion Date) <sup>1</sup>	(30.4)
Other Net Liabilities	(6.1)
Aggregate Consideration <sup>2</sup>	75.0
Aggregate Consideration <sup>2</sup>	75.0
Trustee's Loan to Marina Trust (for Repayment of Intercompany Loan)	156.8
Subscription of Additional 35.0 million Units in Marina Trust at S\$1.00 each for:	
Distribution Payable <sup>1</sup>	30.4
Working Capital <sup>1</sup>	4.6
Subtotal	266.8
Acquisition Fee <sup>3</sup>	2.7
Professional and Other Fees	1.5
MIT Total Acquisition Outlay	271.0

<sup>1</sup> Subject to completion adjustments up to the day immediately preceding the Completion Date.

<sup>2</sup> The actual amount of the Aggregate Consideration for the Proposed Acquisition will only be determined after the Completion Date.

<sup>3</sup> Based on 1% of the Agreed Property Value. As the Proposed Acquisition will constitute an "interested party transaction" under the Property Funds Appendix issued by the MAS, the Acquisition Fee will be in the form of 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.

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## Pro Forma Financing



- Sufficient debt headroom to fund the proposed Acquisition entirely by debt
- Final decision regarding whether the acquisition will be funded entirely by debt financing or any combination of financing through debt, equity and internal cash resources will depend on market conditions

For Illustrative Purposes	Total	Total Acquisition Outlay	
Transaction Gearing ("LTV") <sup>1</sup>	40.0%	60.0%	100.0%
Debt (S\$ million)	107.3	161.0	268.3
Equity (S\$ million) <sup>2</sup>	163.7	110.0	2.7
Total Acquisition Outlay (S\$ million)	271.0	271.0	271.0

For Illustrative Purposes	MIT's A	Aggregate Lev	verage
LTV <sup>1</sup>	40.0%	60.0%	100.0%
Before the Proposed Acquisition	35.1% <sup>3</sup>	35.1% <sup>3</sup>	35.1% <sup>3</sup>
After the Proposed Acquisition	35.4% <sup>4</sup>	36.5% <sup>4</sup>	38.7% <sup>4</sup>

<sup>&</sup>lt;sup>1</sup> The respective LTV scenarios refer to the amount of debt as a percentage of the Total Acquisition Outlay excluding the Acquisition Fee which is payable in Units.

<sup>&</sup>lt;sup>2</sup> Includes the Acquisition Fee which is payable in Units.

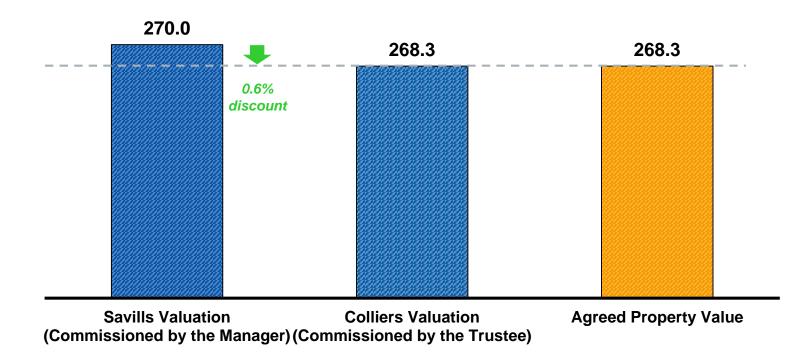
<sup>&</sup>lt;sup>3</sup> As at 30 Sep 2018.

<sup>&</sup>lt;sup>4</sup> Based on MIT's aggregate leverage as at 30 Sep 2018, adding the incremental borrowings as a result of the Proposed Acquisition at the respective LTVs, and adding the incremental Deposited Property as a result of the Proposed Acquisition.

### Market Valuation by Independent Valuers



## AGREED PROPERTY VALUE RELATIVE TO INDEPENDENT VALUATIONS<sup>1</sup> (S\$ million)

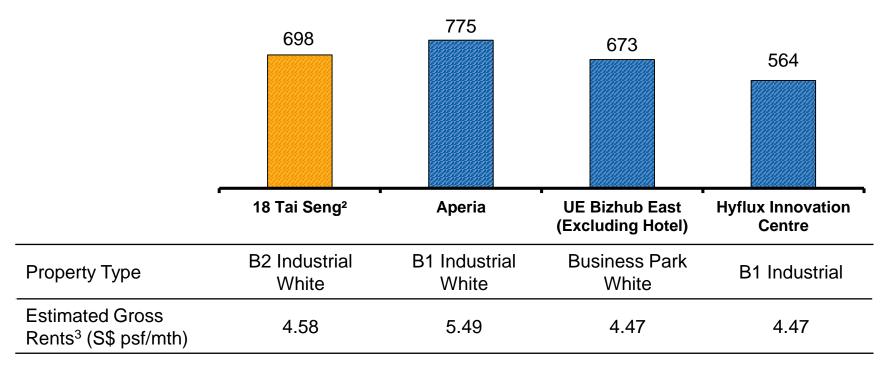


<sup>&</sup>lt;sup>1</sup> Both Colliers and Savills relied on the income capitalisation method and discounted cash flow analysis to conduct the valuation and used the comparison method as a check.



### CAPITAL VALUES OF COMPARABLE PROPERTIES<sup>1</sup>

Valuation per NLA (S\$ per sq ft NLA)



- Agreed Property Value is within the range of comparable properties' capital values, taking in account the quality and use of building as well as proximity to MRT station etc
- ▼ Stable historical rents for comparable properties (S\$4.27 S\$5.49 psf/mth since 2014)

- <sup>2</sup> Based on the Agreed Property Value of 18 Tai Seng, Singapore.
- 13 <sup>3</sup> Source: Respective REITs' annual reports, Edmund Tie & Company.

<sup>&</sup>lt;sup>1</sup> Source: JTC Corporation and Edmund Tie & Company. Based on independent valuations as at 31 Mar 2018 (Aperia and Hyflux Innovation Centre) and as at 31 Dec 2017 (UE Bizhub East).

## RATIONALE FOR THE PROPOSED ACQUISITION

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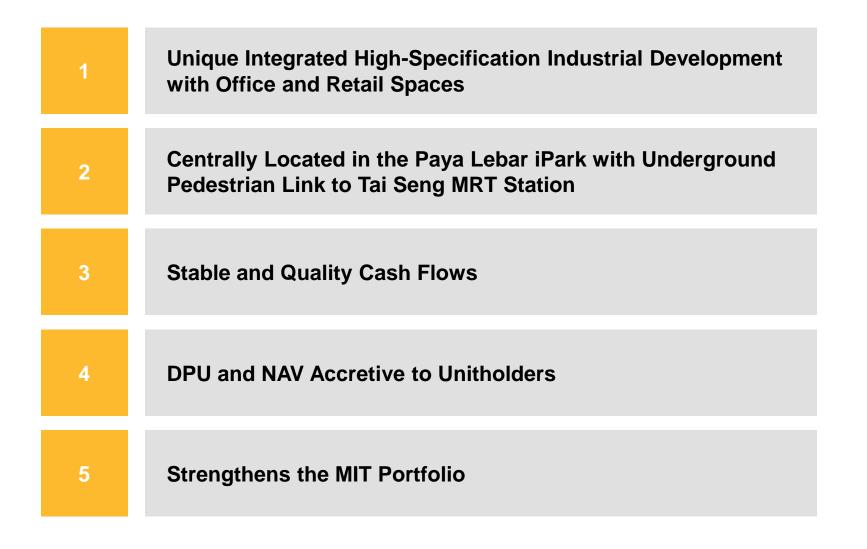
18 Tai Seng, Singapore

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### Rationale for the Proposed Acquisition





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### Unique Integrated High-Specification Industrial Development with Office and Retail Spaces





Established food and beverage outlets with essential amenities



High quality finishes for common areas

- ▼ Newest mixed-use industrial development (completed on 1 Nov 2016) in Paya Lebar iPark
- ▲ Large column-free floor plates of over 50,000 sq ft with core-to-window depth of 20 metres that offers businesses flexibility in designing efficient work spaces
- Full-height windows offer natural lighting with double-glazed windows for insulation against noise and sunlight
- ▼ Obtained BCA Green Mark Gold certification

Centrally Located in the Paya Lebar iPark with Underground Pedestrian Link to Tai Seng MRT Station

#### Increased exposure to Paya Lebar iPark

- Modern 15ha industrial park nestled in mature Paya Lebar industrial estate
- Designed to foster close interaction and collaboration between the businesses and talents by creating the urban design concept of pedestrian-space-activity
- An industrial hub for lifestyle-related and light manufacturing industries
- Serves as an alternative for businesses to be closer to homes due to proximity to mature housing estates like Hougang, Bedok and Toa Payoh
- Retail and food and beverage outlets to enjoy healthy catchment from surrounding industrial buildings



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### Centrally Located in the Paya Lebar iPark with Underground Pedestrian Link to Tai Seng MRT Station





### Direct underground pedestrian link to Tai Seng MRT Station

- ▼ Sole property with a direct underground pedestrian link to Tai Seng MRT Station (CC11)
- ▼ Connected to key interchanges via the Circle Line
- Flanked by major expressways (Kallang-Paya Lebar Expressway, Pan-Island Expressway and Central Expressway)

### 3 Stable and Quality Cash Flows



#### Strong Tenant Base with Established Tenants

Top 10 Tenants	% of Gross Rental Income (As at 30 Sep 2018)
Sivantos Pte. Ltd.	36.6%
Silicon Laboratories International Pte. Ltd.	8.7%
Schaeffler (Singapore) Pte. Ltd. <sup>1</sup>	6.5%
AES Global Holdings Pte. Ltd. <sup>2</sup>	5.7%
Williams-Sonoma Singapore Pte. Ltd.	5.2%
NTUC Fairprice Co-Operative Ltd	2.6%
Junior Champs Educampus Pte. Ltd.	2.6%
Michael Page International Pte Ltd	2.6%
Hersing F&B Pte. Ltd.	1.8%
Fei Siong Food Management Pte. Ltd.	1.7%
Top 10 Tenants <sup>4</sup>	74.0%

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- Leased to 44 high-quality tenants
- Enlarges tenant base to include multinational companies in high valueadded services such as medical technology, information and communications technology and automotive technology
- As at the Latest Practicable Date, the Property had a high committed occupancy of 94.3%<sup>3</sup>

<sup>1</sup> On 9 Jul 2018, Schaeffler (Singapore) Pte. Ltd. entered into a lease agreement to lease certain units of the Property from 1 Mar 2019 for a period of five years. The figure above is based on the committed lease of Schaeffler (Singapore) Pte. Ltd..

<sup>2</sup> On 23 Oct 2018, AES Global Holdings Pte. Ltd. entered into another lease agreement to lease certain units of the Property from 1 Jan 2019 for a period of three years and nine months. The figure above is based on the committed lease of AES Global Holdings Pte. Ltd..

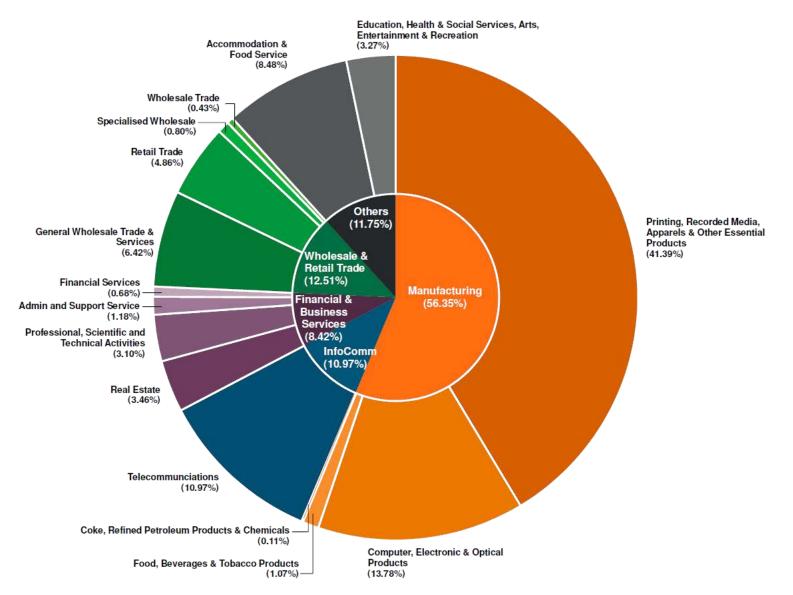
<sup>3</sup> The actual occupancy of the Property was 87.4% as at 30 Sep 2018. All committed leases will commence progressively up to 1 Mar 2019.

<sup>4</sup> The table above excludes a telecommunications tenant which would have been the second largest tenant by gross rental income of the Property (but not contributing to more than 15% of the gross rental income of the Property) due to confidentiality.

### 3 Stable and Quality Cash Flows



**Diversification across Trade Sectors** 

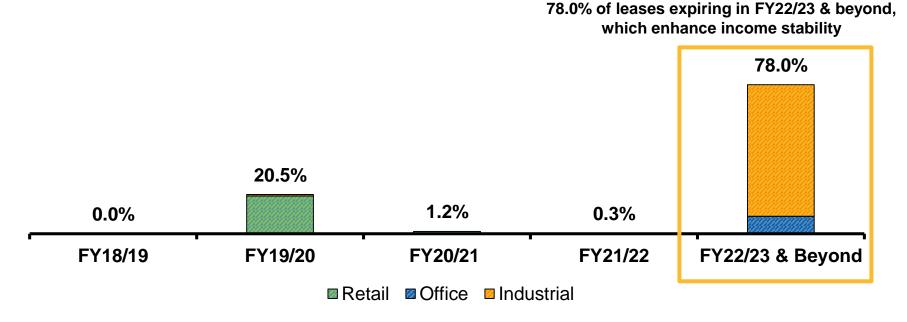


## 3 Stable and Quality Cash Flows



#### Well-structured Leases with Embedded Organic Growth

#### LEASE EXPIRY PROFILE OF THE PROPERTY (BY GROSS RENTAL INCOME) As at 30 September 2018



#### WALE of the Property = 3.6 years

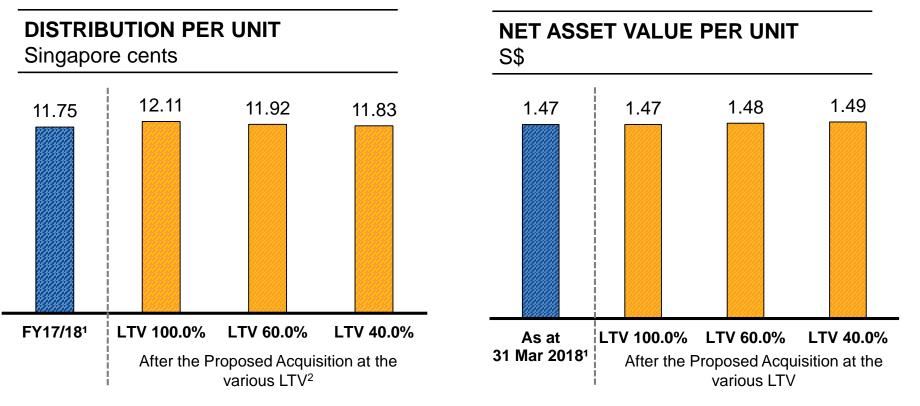
- No significant industrial and office lease expirations in the next 3 years (commencing from 1 Apr 2019)
- ▼ Built-in annual rental escalations are included in 95.7% of the leases
- 21

### 4 DPU and NAV Accretive to Unitholders



#### Assuming LTV 100.0%, 60.0% and 40.0% for illustrative purposes:

- ▼ Expected to result in pro forma DPU accretion of 3.1%, 1.5% and 0.7% respectively
- Expected to result in pro forma net asset value per Unit of S\$1.47, S\$1.48 and S\$1.49 respectively



<sup>1</sup> For the financial year ended 31 Mar 2018.

<sup>2</sup> Assuming that (i) the Property had a portfolio occupancy rate of 94.3% for the entire financial year ended 31 Mar 2018 and all leases, whether existing or committed as at the Latest Practicable Date, were in place since 1 Apr 2017 and (ii) all tenants have paid their rents in full. MIT's expenses comprising borrowing costs associated with the drawdown of the loan to finance the Proposed Acquisition, the Manager's management fees, Trustee's fees and other trust expenses incurred in connection with the operation of the properties of MIT have been deducted.

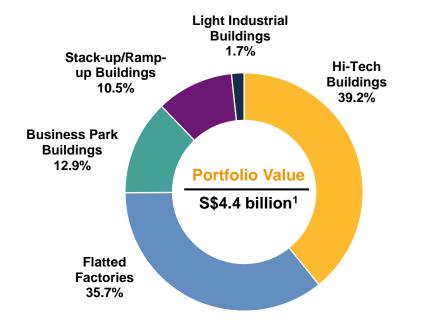
## 5 Strengthens the MIT Portfolio



### In Line with Strategy to Grow Hi-Tech Buildings Segment

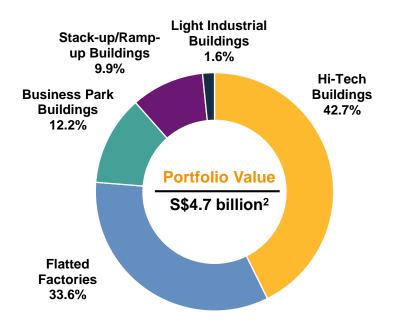
#### **Pre-Acquisition**<sup>1</sup>

- Hi-Tech Buildings segment accounted for 39.2% of the MIT portfolio
- 90.3% Singapore, 9.7% United States



#### **Post-Acquisition<sup>2</sup>**

- ➤ Hi-Tech Buildings segment expected to increase to 42.7%<sup>2</sup> of MIT portfolio
- 90.9% Singapore, 9.1% United States



<sup>1</sup> Based on MIT's book value of investment properties and investment properties under development as well as MIT's 40% interest in the joint venture with MIPL in a portfolio of 14 data centres in the United States on 30 Sep 2018.

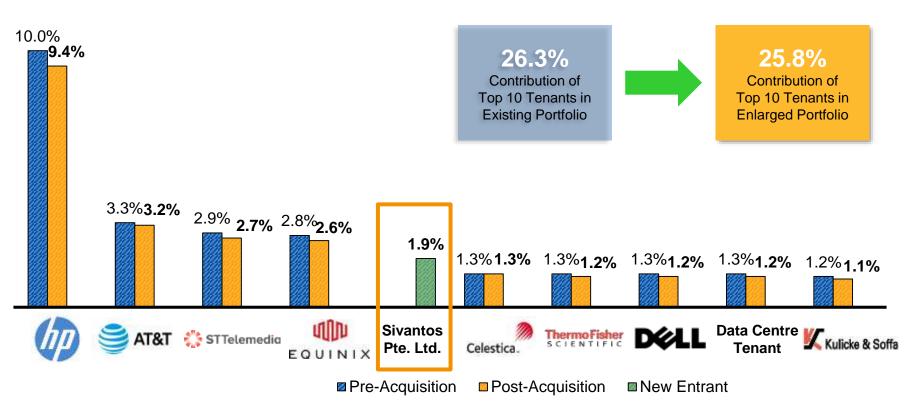
23 <sup>2</sup> Assuming the Property was acquired on 30 Sep 2018.

## 5 Strengthens the MIT Portfolio



### Reduces Maximum Risk Exposure to Any Single Tenant From 10.0% to 9.4%

#### TOP 10 TENANTS BY GROSS RENTAL INCOME<sup>1</sup> As at 30 September 2018

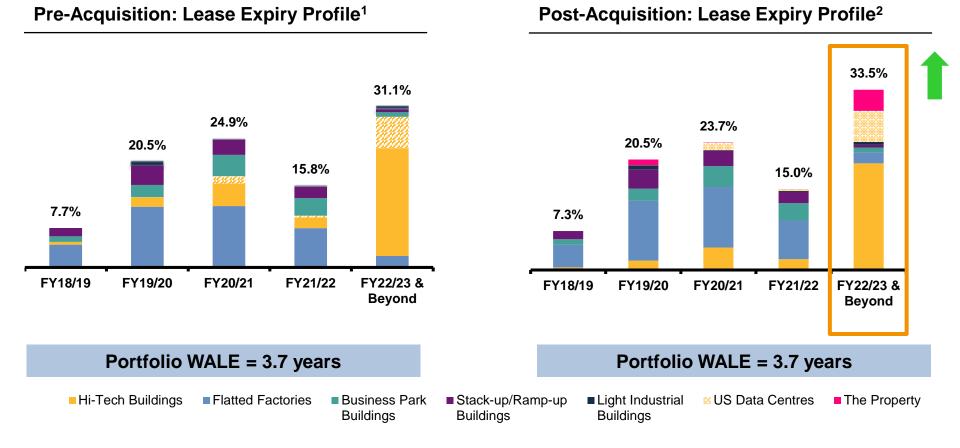


<sup>1</sup> Based on MIT's 40% interest in the joint venture with MIPL in a portfolio of 14 data centres in the United States through Mapletree Redwood Data Centre Trust.

## 5 Strengthens the MIT Portfolio



#### Improves Lease Expiry Profile for Enlarged Portfolio



<sup>1</sup> Expiring leases by gross rental income as at 30 Sep 2018.

<sup>2</sup> Expiring leases by gross rental income as at 30 Sep 2018 and assuming the Property was acquired on 30 Sep 2018.

# CONCLUSION

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### Conclusion



Strategic Addition of High Quality Asset	<ul> <li>Unique integrated high-specification industrial development with office and retail spaces</li> <li>Sole property in Paya Lebar iPark with underground pedestrian link to Tai Seng MRT Station</li> <li>Centrally located in Paya Lebar iPark with easy accessibility and connectivity</li> </ul>
Deepens Presence in Paya Lebar iPark	<ul> <li>An industrial hub for lifestyle-related and light manufacturing industries</li> <li>Serves as an alternative for businesses to be closer to homes due to proximity to mature housing estates</li> <li>Retail and food and beverage outlets to enjoy healthy catchment from surrounding industrial buildings</li> </ul>
Enhances Quality of the MIT Portfolio	<ul> <li>DPU and NAV accretive to Unitholders</li> <li>Greater income stability and portfolio diversification</li> <li>Continued focus on Hi-Tech Buildings segment</li> </ul>



### Summary of Approval Required



Deloitte & Touche Corporate Finance Pte Ltd<sup>1</sup> (the "Independent Financial Adviser") is of the opinion that Proposed Acquisition is based on normal commercial terms and will not be prejudicial to the interests of MIT and its minority unitholders

Accordingly, the Independent Financial Adviser advises that the Independent Directors<sup>2</sup> and the Audit and Risk Committee to recommend that the unitholders vote in favour of the resolution in connection with the Proposed Acquisition

Ordinary Resolution Proposed Acquisition of 18 Tai Seng, Singapore which is an Interested Person Transaction

Date and time of Extraordinary General Meeting ("EGM"): 22 Jan 2019 (Tue) at 2.30 p.m.

#### **Place of EGM:**

10 Pasir Panjang Road, Mapletree Business City, Town Hall – Auditorium, Singapore 117438

- The Manager has appointed Deloitte & Touche Corporate Finance Pte Ltd as the Independent Financial Adviser, pursuant to Rule 921(4)(a) of the Listing Manual, as well as to advise the independent directors of the Manager (the "Independent Directors"), the audit and risk committee of the Manager (the "Audit and Risk Committee") and DBS Trustee Limited in relation to the Proposed Acquisition.
- <sup>2</sup> Save for Mr Andrew Chong Yang Hsueh, Dr Andrew Lee Tong Kin and Mr Pok Soy Yoong, who were only appointed as Independent Non-Executive Directors of the Manager on 26 Dec 2018 after the signing of the Unit Purchase Agreement in respect of the Proposed Acquisition.



### End of Presentation

For enquiries, please email: ir industrial@mapletree.com.sg