

MAPLETREE INDUSTRIAL TRUST

(constituted in the Republic of Singapore pursuant to a trust deed dated 29 January 2008 (as amended))

MINUTES OF PROCEEDINGS OF 9th ANNUAL GENERAL MEETING

Date/Time : Tuesday, 16 July 2019 at 2:30 p.m.
Venue : 20 Pasir Panjang Road, Mapletree Business City, Town Hall,
Auditorium, Singapore 117438

1. Mr. Wan Kwong Weng, as Joint Company Secretary, announced at 2:30 p.m. that the 9th Annual General Meeting ("**AGM**") of Mapletree Industrial Trust ("**MIT**") would commence. He introduced himself as the emcee of the Meeting and also introduced the Directors and the executive officers of Mapletree Industrial Trust Management Ltd., as manager of MIT (the "**Manager**"), as follows:
 - (i) Mr. Wong Mun Hoong, Director
 - (ii) Dr. Andrew Lee Tong Kin, Independent Director
 - (iii) Mr. Seah Choo Meng, Director and member of the Audit and Risk Committee
 - (iv) Ms. Mary Yeo, Independent Director and member of the Nominating and Remuneration Committee
 - (v) Mr. Pok Soy Yoong, Independent Director and member of the Audit and Risk Committee
 - (vi) Mr. Tham Kuo Wei, Executive Director and Chief Executive Officer of the Manager
 - (vii) Mr. Wong Meng Meng, Chairman
 - (viii) Mr. Soo Nam Chow, Independent Director and Chairman of the Audit and Risk Committee
 - (ix) Ms. Ler Lily, Chief Financial Officer of the Manager
 - (x) Mr. Andrew Chong Yang Hsueh, Independent Director
 - (xi) Mr. William Toh Thiam Siew, Independent Director
 - (xii) Mr. Guy Daniel Harvey-Samuel, Independent Director and member of the Audit and Risk Committee
 - (xiii) Mr. Hiew Yoon Khong, Director and member of the Nominating and Remuneration Committee
2. Chairman welcomed Unitholders of MIT to the Meeting on behalf of the Manager. After being informed by the Joint Company Secretary that there was a quorum present at the Meeting, Chairman declared the Meeting open.
3. Chairman noted that the purpose of the Meeting was to seek the approval of the Unitholders for the three resolutions ("**Resolutions**") set out in the Notice of AGM dated 28 June 2019. The Notice of AGM contained two items as the ordinary business of the Meeting and one item as the special business of the Meeting. Chairman noted that each item was an ordinary resolution which had to be carried by the affirmative votes of more than 50% of the total votes cast on the resolution.
4. The Notice of AGM was noted and taken as read.
5. Chairman informed Unitholders that in order to achieve a transparent and clear result, he had, in his capacity as Chairman, directed that the voting on the

Resolutions would be conducted by poll. The poll would be conducted in a paperless manner using wireless handheld devices.

6. Before the poll was conducted, Chairman invited Mr. Tham Kuo Wei and Ms. Ler Lily to give the Unitholders an overview on MIT's performance for the Financial Year ended 31 March 2019 ("**FY18/19**").
7. After the presentations by Mr. Tham Kuo Wei and Ms. Ler Lily, Chairman invited questions from the floor, requesting that Unitholders limit themselves to a reasonable number of questions and to matters that were relevant to the agenda of the Meeting. Chairman further informed Unitholders that questions pertaining to the First Quarter of the Financial Year ending 31 March 2020 ("**1QFY2019/20**") financial results would not be entertained as Management would be releasing the 1QFY2019/20 financial results after the close of trading hours on 23 July 2019.
8. Unitholder Mr. Jonathan Lim Yeow Siang had three queries:
 - (i) The first query was to seek Management's views on the average occupancy rates of the Data Centres, Hi-Tech Buildings and Business Park Buildings segments. Mr. Tham Kuo Wei explained that the average portfolio occupancy for the portfolio of 14 data centres in the United States (the "**US Portfolio**") had been stable at 97.4% since its acquisition. Hence, there would be potential upside if we were able to lease out the remaining pockets of space to tenants with expansion plans. For the Business Park Buildings segment, there had been some pressure on occupancy partly due to the exit of Johnson & Johnson Pte. Ltd. from The Strategy Business Park Building. The sourcing for replacement tenants had been fairly challenging, given the competitive leasing environment in the sub-market. Nevertheless, about 50% of the space vacated by Johnson & Johnson Pte. Ltd. had been taken up by replacement tenants and MIT continued to proactively engage prospects to backfill the remaining spaces. Mr. Tham Kuo Wei added that MIT would prudently moderate signing rents, if necessary, in order to maintain a stable portfolio occupancy rate.
 - (ii) The second query was related to the underlying land lease expiry profile of MIT properties and the plans for properties with land tenures of less than 20 years. Mr. Tham Kuo Wei explained that the shortening underlying land tenures were in line with the maturing profile of certain MIT properties. In this regard, MIT could consider adopting certain measures such as carrying out redevelopment or asset enhancement initiatives for older properties to maintain their competitiveness and to continue engagements with the relevant government agencies to explore possible land lease extensions.
 - (iii) The third query was to seek Management's comments on the recently announced redevelopment plans for the Kolam Ayer 2 Cluster to a new high-tech precinct. Mr. Tham Kuo Wei briefly explained that MIT had engaged the existing Flatted Factory tenants on their relocation plans and the ideal scenario would be for all the affected tenants to relocate to the other available MIT properties.
9. Unitholder Mr. Chong Kok Weng had four queries:
 - (i) The first query was related to the redevelopment of the Kolam Ayer 2 Cluster and how the new rents would compare to the existing rents before the redevelopment. Mr. Tham Kuo Wei clarified that the average existing rent was

about S\$1.80 per square foot (“psf”), and following the redevelopment plans, MIT was targeting to increase the rental rates by 75% to 80%.

- (ii) The second query was whether MIT would consider acquiring other real estate investment trusts in Singapore in the future. In this regard, Chairman clarified that MIT would prefer to drive inorganic growth through developments, redevelopments and asset acquisitions, and that any prospective acquisitions would ultimately depend on business considerations and market conditions as well.
 - (iii) The third query was in relation to the recent Monetary Authority of Singapore’s consultation on the proposed amendment to increase the aggregate leverage ratio to 55%. Chairman explained that MIT would continue to be prudent with managing its aggregate leverage ratio even if this change were to be effected. As with any acquisition, MIT would continue to assess the market conditions to determine whether debt or equity financing would be the suitable fund raising option. Ms. Ler Lily added that in assessing the credit rating, the rating agencies would not just look at one specific factor, but various factors would be considered as well, such as interest coverage ratio, network of banks, expected capital expenditure, sustainability and quality of income stream, etc.
 - (iv) The fourth query was on the outlook of the occupancy levels for the Flatted Factories / Business Park Buildings segments given the limited supply of such spaces in Singapore over the next few years. Chairman explained that MIT would continue to be opportunistic and invest in suitable redevelopment projects and asset enhancement initiatives to retain competitiveness of its properties. Mr. Tham Kuo Wei added that the redevelopment of the Kolam Ayer 2 Cluster was a timely illustration of MIT’s continual efforts in rejuvenating the portfolio.
10. Unitholder Mr. Zheng Jieren queried on the size of MIT’s present board composition. Chairman clarified that there were presently 14 directors as several Independent Directors of the Board would be reaching the end of their nine-year tenures and retiring from the Board by September 2019 (as part of the independence criteria under the relevant laws and regulations). Hence, several new independent directors had been appointed to Board earlier in FY18/19 to prepare for this transition. Mr. Wan Kwong Weng added that this changeover was stated as a footnote in the SGX announcement on the appointment of new Independent Directors issued in December 2018.
11. Unitholder Mr. Henry Ho Hai Pang had four queries:
- (i) Firstly, he noted that good demand for data centres was expected in the future but queried on the potential barriers of entry to landlord/developers in this market. Chairman explained that some of the challenges included access to suitable land plots and ability to obtain sufficient power for the data centre facilities. While there were established competitors in the market, the Manager would continue to grow and gain experience in this segment and build a good track record in the data centre segment gradually over time.
 - (ii) Secondly, he queried on the commercial factors which MIT would consider when evaluating any proposal for a redevelopment project or acquisition. Chairman clarified that there was no fixed formula in this regard, and as with every new business venture, there would be potential upsides and calculated risks. In fact, with valuable experience gained over the years, it was evident that the

performance and returns of the recent projects far exceeded those in the initial years of MIT.

- (iii) Thirdly, in relation to the property at 7 Tai Seng Drive, he queried how the rental rate was agreed upon since any rental escalations over the lease term would be pegged to the immediately preceding year instead of the prevailing market rents. Chairman clarified that it was a common market practice to lock in the agreed rental rate and any rent escalations at the commencement of the lease term, as very often the primary consideration would be to secure commitment from a good quality tenant on a long term basis.
 - (iv) Fourthly, he queried how the forecasted figures on the supply and demand for multi-user factories and business parks as presented were determined. Mr. Tham Kuo Wei clarified that the actual and forecast figures on future supply were referenced from statistics published by JTC Corporation while the demand figures were actual numbers to date. In addition, Chairman commented that historical data might not be indicative of future actual performance.
12. Unitholder Mr. Wu Pei Tong queried whether MIT would be prepared to divest The Synergy and The Strategy. Chairman commented that depending on the market conditions, MIT would remain opportunistic to consider business propositions to acquire or divest its properties.
13. Unitholder Mr. Quek Neo Kia had three queries related to the annual report:
- (i) Firstly, referring to Statements of Profit or Loss (page 135 of MIT 2018/2019 Annual Report), he queried on the difference in the net fair value gain on investment properties and investment property under development on the overall profit before income tax between FY18/19 and FY17/18. Ms. Ler Lily explained that these fair value gain / loss arose from the overall valuation of the portfolio at the end of the financial years. For certain years, the larger gains could be attributed to development projects which had taken place during the financial year, for which development profits would be recognised in the books progressively.
 - (ii) Secondly, he also queried whether such fair value gains could be paid out as distributions since such gains were non-cash items. Ms. Ler Lily clarified that distributions would reflect performance of underlying portfolio and would not include fair value gains which were unrealised. These gains would typically be parked in the reserves until such time when the gains were realised through disposals, upon which the gains might be distributed as capital distributions.
 - (iii) Thirdly, he queried whether all unitholders were eligible to participate in private placements. Ms. Ler Lily clarified that generally retail investors would not be able to participate in private placements as it would be limited to accredited investors. The typical discounts for MIT's private placements would be in the range of 1% to 3%, and would depend on the prevailing market conditions.
14. Unitholder Mr. Daniel Wong Chong Thiam had two queries:
- (i) Firstly, he queried on the current occupancy level of 30A Kallang Place and when the 100% actual occupancy rate would be achieved. Mr. Tham Kuo Wei commented that the current occupancy rate for 30A Kallang Place was about 85%, with the remaining tenants taking over the premises over the next few months for the building to reach full occupancy.

- (ii) Secondly, he also queried whether there was any rent-free period for Equinix Singapore at 7 Tai Seng Drive. Mr. Tham Kuo Wei explained that there would be a rent-free period of two months and actual cash contribution would commence in September 2019.
 - (iii) Thirdly, he queried whether there were any expansions plans for MIT's data centre portfolio in the United States of America (the "**United States**"). Chairman clarified that MIT would continue to be opportunistic to acquire good data centre assets across the globe and not limited to the United States. This would depend on market conditions while bearing in mind the United States-China trade tensions and geopolitical uncertainties across the world.
- 15. Unitholder Mr. Tan Hee Teck noted that Hi-Tech Buildings segment comprised more than one-third of MIT's portfolio and queried whether there should be any concerns with respect to the reduction in capitalisation rate from 2018 to 2019. Mr. Tham Kuo Wei briefly explained that a lower capitalisation rate would generally be viewed positively as this would indicate a stronger demand for such assets and could translate to higher valuations for the relevant assets.
- 16. Unitholder Mr. Lim Sherng Yu Jean had two queries:
 - (i) Firstly, referring to page 171 of the MIT 2018/2019 Annual report, he queried whether there was any reason for the substantial increase in the "*Legal and other professional fees*" in FY18/19 compared to the previous financial year. Ms. Ler Lily, clarified that the fees were attributed to external professional fees incurred in connection with the procurement of loan facilities entered into as well as the establishment of the Euro Medium Term Securities Programme during the financial year. Chairman further commented that Unitholders could be assured that there were proper safeguards in place to minimise any conflict of interests in the appointment of external professional consultants.
 - (ii) Secondly, referring to page 135 of the MIT 2018/2019 Annual report, he further queried whether there were any changes to be expected with respect to the Manager's management fees structure. Mr. Tham Kuo Wei clarified that the fee structure had been fixed and established in the trust deed of MIT since its listing and such fees were tied to the performance of MIT.
- 17. Unitholder Mr. Edwin Lim Khoo Sun queried whether there was any first right of refusal and if so, any intention for MIT to acquire the remaining 60% interest in the US Portfolio from its Sponsor. Chairman replied in affirmation and commented that MIT would continue to engage its Sponsor about its stake. He assured Unitholders that MIT would remain opportunistic and prudent about this potential acquisition subject to business considerations and market conditions.
- 18. There being no further questions, Chairman informed that RHT, Governance, Risk & Compliance (Singapore) Pte. Ltd. has been appointed as Scrutineers for the conduct of the poll and Boardroom Corporate Advisory Services has been appointed as polling agents.
- 19. The Scrutineers, RHT, Governance, Risk & Compliance (Singapore) Pte. Ltd., explained the procedures for the electronic poll voting process.
- 20. Chairman then proceeded to introduce each of the Resolutions and put the motions on the table by asking for a proposer and a seconder for each of the Resolutions.

21. Resolution 1 was to receive and adopt the Report of the DBS Trustee Limited as trustee of MIT, the Statement by the Manager and the Audited Financial Statements of MIT for the financial year ended 31 March 2019 together with the Auditor's Report thereon. Unitholder Mr. Teh Swee Khoi proposed and Unitholder Mr. Lim Sherng Yu Jean seconded. Chairman then invited the Unitholders to vote on Resolution 1. For Resolution 1, Unitholders cast 99.94% of the eligible votes "FOR" the motion and 0.06% of the eligible votes "AGAINST" the motion. Chairman declared Resolution 1 carried as an ordinary resolution.
22. Resolution 2 was to re-appoint PricewaterhouseCoopers LLP as Auditor of MIT to hold office from the conclusion of the Meeting until the conclusion of the next AGM of MIT and to authorise the Manager to fix the remuneration of the Auditor. Unitholder Mr. Teh Swee Khoi proposed and Unitholder Mr. Lim Sherng Yu Jean seconded. Chairman then invited the Unitholders to vote on Resolution 2. For Resolution 2, Unitholders cast 98.40% of the eligible votes "FOR" the motion and 1.60% of the eligible votes "AGAINST" the motion. Chairman declared Resolution 2 carried as an ordinary resolution.
23. Resolution 3 was to approve a general mandate to be given to the Manager to: (i) issue new units ("**Units**") in MIT whether by way of rights, bonus or otherwise and/or make or grant offers, agreements or options that might or would require Units to be issued at any time and upon such terms and conditions and for such purposes and to such persons as the Manager may in its absolute discretion deem fit; and (ii) issue Units in pursuance of any instruments made or granted by the Manager while this Resolution is in force, provided that the conditions set out in the Notice of AGM are met.
24. Unitholder Mr. Teh Khar Hoon proposed Resolution 3 and Unitholder Mr. Daniel Wong Chong Thiam seconded. Chairman then invited the Unitholders to vote on Resolution 3. For Resolution 3, Unitholders cast 88.56% of the eligible votes "FOR" the motion and 11.44% of the eligible votes "AGAINST" the motion. Chairman declared Resolution 3 carried as an ordinary resolution.
25. As there was no other matter to be transacted at the Meeting, the Chairman declared the Meeting closed at 4:30 p.m.

CONFIRMED AS A TRUE RECORD OF THE PROCEEDINGS HELD

WONG MENG MENG
CHAIRMAN
BOARD OF DIRECTORS
MAPLETREE INDUSTRIAL TRUST MANAGEMENT LTD.