



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

ANNOUNCEMENT

LAUNCH OF PRIVATE PLACEMENT TO RAISE GROSS PROCEEDS OF NO MORE THAN S\$475.0 MILLION (INCLUDING THE UPSIZE OPTION)

*Capitalised terms used herein, but not otherwise defined, shall have the meanings ascribed to them in the announcement of Mapletree Logistics Trust dated 5 July 2018 relating to the proposed acquisition of a portfolio of five (5) logistics properties located in Singapore (the “**Acquisition Announcement**”).*

1. INTRODUCTION

Mapletree Logistics Trust Management Ltd., in its capacity as manager of Mapletree Logistics Trust (“**MLT**” and as manager of MLT, the “**Manager**”), wishes to announce the proposed private placement of between 303,889,000 and 313,545,000 new units in MLT (the “**Private Placement**”, and the new units, the “**New Units**”) to institutional and other investors at an issue price of between S\$1.196 and S\$1.234 per New Unit (both figures inclusive) (the “**Issue Price Range**”) to raise gross proceeds of no more than S\$375.0 million, subject to an upsize option (the “**Upsize Option**”) to raise additional gross proceeds such that the total gross proceeds of the Private Placement will amount to no more than S\$475.0 million.

2. DETAILS OF THE PRIVATE PLACEMENT

The Manager and Citigroup Global Markets Singapore Pte. Ltd., DBS Bank Ltd., The Hongkong and Shanghai Banking Corporation Limited, Singapore Branch, BNP Paribas, acting through its Singapore branch and Goldman Sachs (Singapore) Pte. (the “**Joint Global Co-ordinators and Bookrunners**”) have today entered into a placement agreement (the “**Placement Agreement**”) in relation to the Private Placement. Pursuant to the Placement Agreement, the Joint Global Co-ordinators and Bookrunners have severally agreed to manage the Private Placement and to procure subscriptions and payment for, and failing which to subscribe and pay for the New Units in their respective proportions at the issue price per New Unit (the “**Issue Price**”) to be determined, on the terms and subject to the conditions of the Placement Agreement. The Private Placement shall be subject to certain conditions precedent set out in the Placement Agreement, including the approval in-principle of Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) for the listing of, dealing in, and quotation for, the New Units on the Main Board of the SGX-ST. The Private Placement is fully underwritten by the Joint Global Co-ordinators and Bookrunners on the terms and subject to the conditions of the Placement Agreement.

The Issue Price Range of between S\$1.196 and S\$1.234 per New Unit (both figures inclusive) represents a discount of between:

- (i) approximately 2.5% and 5.5% to the volume weighted average price (“**VWAP**”) of S\$1.2651 per unit in MLT (“**Unit**”) of all trades in the Units on the SGX-ST for the full

Market Day¹ on 19 September 2018, being the date on which the Placement Agreement was signed; and

- (ii) (for illustrative purposes only) approximately 1.0% and 4.0% to the adjusted VWAP (“**Adjusted VWAP**”)² of S\$1.2462 per Unit.

The Issue Price will be determined by the Manager and the Joint Global Co-ordinators and Bookrunners following a book-building process, and will be announced by the Manager thereafter via SGXNET.

3. ACQUISITION OF A PORTFOLIO OF FIVE (5) LOGISTICS PROPERTIES LOCATED IN SINGAPORE

The Manager refers to the Acquisition Announcement on 5 July 2018 in relation to the proposed acquisition by HSBC Institutional Trust Services (Singapore) Limited (in its capacity as trustee of MLT) of a portfolio of five (5) logistics properties located in Singapore (the “**Properties**”, and the acquisitions of the Properties, collectively the “**Acquisitions**” and each an “**Acquisition**”).

On 16 August 2018, CWT International Limited had released an announcement on the Stock Exchange of Hong Kong Limited that the resolution for disposal of the Properties by the Vendors to the Trustee pursuant to the SPAs has been duly passed at the general meeting held on 16 August 2018.

The Manager expects to receive the requisite in principle approvals from JTC Corporation in respect of all five (5) Properties shortly.

4. USE OF PROCEEDS

Subject to relevant laws and regulations, on the basis that the Manager will raise gross proceeds of approximately S\$475.0 million (after rounding, including the exercise of the Upsize Option) from the Private Placement, the Manager intends to use the gross proceeds in the following manner:

- (i) approximately S\$391.5 million (which is equivalent to approximately 82.4% of the gross proceeds of the Private Placement) to partially fund the aggregate purchase price of approximately S\$778.3 million payable by HSBC Institutional Trust Services (Singapore) Limited in its capacity as the trustee of MLT in respect of the Acquisitions (please refer to the Acquisition Announcement for further details); and
- (ii) approximately S\$83.5 million (which is equivalent to approximately 17.6% of the gross proceeds of the Private Placement) to pay the estimated upfront land premium, for the balance leases terms payable to JTC Corporation, estimated stamp duties, professional and other fees and expenses incurred or to be incurred by MLT in connection with the Acquisitions and the Private Placement.

Notwithstanding its current intention, in the event that the Private Placement is completed but the Acquisitions do not proceed for whatever reason, the Manager may, subject to relevant laws and regulations, utilise the net proceeds of the Private Placement at its absolute

¹ “**Market Day**” refers to a day on which the SGX-ST is open for securities trading.

² The “**Adjusted VWAP**” is computed based on the VWAP of all trades in the Units on the SGX-ST for the full Market Day on 19 September 2018 and subtracting the estimated Advanced Distribution (as defined in paragraph 9.1 below) of approximately 1.890 Singapore cents per Unit (being the mid-point of the estimated Advanced Distribution Range (as defined below)). This amount is only an estimate based on information currently available to the Manager and the actual Advanced Distribution may differ and will be announced on a later date.

discretion for other purposes, including without limitation, the repayment of existing indebtedness and for funding capital expenditures.

The Manager will make periodic announcements on the utilisation of the net proceeds of the Private Placement via SGXNET as and when such funds are materially disbursed and whether such a use is in accordance with the stated use and in accordance with the percentage allocated. Where proceeds are to be used for working capital purposes, the Manager will disclose a breakdown with specific details on the use of proceeds for working capital in MLT's announcements on the use of proceeds and in MLT's annual report and where there is any material deviation from the stated use of proceeds, the Manager will announce the reasons for such deviation.

Pending the deployment of the net proceeds of the Private Placement, the net proceeds may, subject to relevant laws and regulations, be deposited with banks and/or financial institutions, or be used to repay outstanding borrowings or for any other purpose on a short-term basis as the Manager may, in its absolute discretion, deem fit.

5. METHOD OF FINANCING AND FINANCIAL EFFECTS OF THE ACQUISITIONS

Further to the Acquisition Announcement, the Manager wishes to provide an update in relation to the method of financing for, and the *pro forma* financial effects of, the Acquisitions.

5.1 Method of Financing

The Total Acquisition Cost will be financed through a combination of the proceeds from the Private Placement and a drawdown of MLT's existing credit facilities (the "**Loan Facilities**").

5.2 Financial Effects based on the Audited Financial Statements for FY17/18

FOR ILLUSTRATIVE PURPOSES ONLY: The *pro forma* financial effects of the Acquisitions on the distribution per Unit ("**DPU**") and net asset value ("**NAV**") per Unit presented below are strictly for illustrative purposes only and were prepared based on the audited financial statements of MLT for the financial year ended 31 March 2018 (the "**FY17/18 Financial Statements**"), taking into account the Total Acquisition Cost and assuming that:

- (a) the Master Lease Agreements with the Vendor Group were in place since 1 April 2017;
- (b) the Acquisitions generated a net property income yield of approximately 6.2% based on the aggregate purchase price of S\$778.3 million for the entire financial year ended 31 March 2018;
- (c) approximately 308.6 million New Units are issued at an illustrative issue price (the "**Illustrative Issue Price**") of S\$1.215 per New Unit in connection with the Private Placement to raise gross proceeds of approximately S\$375.0 million to partially fund the Total Acquisition Cost and professional and other fees and expenses incurred or to be incurred by MLT in connection with the Private Placement; and
- (d) S\$438.5 million is drawn down by MLT from the Loan Facilities with an average interest cost of approximately 3.5% per annum to partially fund the Total Acquisition Cost.

(a) **Pro Forma DPU**

FOR ILLUSTRATIVE PURPOSES ONLY: The *pro forma* financial effects of the Acquisitions on MLT's DPU for FY17/18 Financial Statements, as if the Acquisitions, issuance of New Units in connection with the Private Placement and the drawdown of the Loan Facilities were completed on 1 April 2017, and as if MLT held and operated the Properties through to 31 March 2018, are as follows:

	Before the Acquisitions	After the Acquisitions
Total return before income tax (S\$'000)	521,345	553,630
Income available for distributable to Unitholders (S\$'000)	212,947	245,232
Units in issue at the end of the year (million)	3,058.2 ⁽¹⁾	3,369.3 ⁽²⁾
DPU (S\$ cents)	7.618	7.938
DPU accretion (%)	-	4.2

Notes:

- (1) Units in issue as at 31 March 2018.
- (2) Includes (i) approximately 308.6 million New Units issued in connection with the Private Placement at an Illustrative Issue Price of S\$1.215 per New Unit, and (ii) approximately 2.4 million new Units issued in aggregate as payment to the Manager for the base management fee for the Properties.

(b) **Pro Forma NAV per Unit**

FOR ILLUSTRATIVE PURPOSES ONLY: The *pro forma* financial effects of the Acquisitions on the NAV per Unit as at 31 March 2018, as if the Acquisitions, issuance of New Units in connection with the Private Placement and the drawdown of the Loan Facilities were completed on 31 March 2018, are as follows:

	Before the Acquisitions	After the Acquisitions
NAV represented by Unitholders' funds (S\$ million)	3,376.1	3,743.7
Units in issue at the end of the year (million)	3,058.2 ⁽¹⁾	3,366.8 ⁽²⁾
NAV per Unit (S\$)	1.10	1.11

Notes:

- (1) Units in issue as at 31 March 2018.
- (2) Includes approximately 308.6 million New Units issued in connection with the Private Placement at an Illustrative Issue Price of S\$1.215 per New Unit.

5.3 Financial Effects based on the Unaudited Financial Statements for 1Q FY18/19

On 16 May 2018, 1,233,347 new units in MLT was issued to the Manager as payment of base fees and 291,561 new units in MLT was issued to the property manager as payment of property management and lease management fees, both at an issue price of S\$1.2110 per new unit. On 5 June 2018, 183,792,000 new units in MLT were issued pursuant to a private

placement at an issue price of S\$1.197 per new unit. With the above issuances, the total number of Units in issue had increased to 3,243,485,499 as at 30 June 2018 from 3,058,168,591 as at 31 March 2018.

On 6 June 2018, MLT completed the acquisition of a 50.0% interest in each of 11 property holding companies.

On 23 July 2018, MLT released its 2018/19 first quarter financial statements and distribution announcement for the first quarter ended 30 June 2018 (“**1Q FY18/19**”).

FOR ILLUSTRATIVE PURPOSES ONLY: The *pro forma* financial effects of the Acquisitions on the distribution per Unit (“**DPU**”) and the net asset value (“**NAV**”) per Unit presented below are strictly for illustrative purposes only and were prepared based on the annualised unaudited financial statements of MLT for 1Q FY18/19 (the “**FY18/19 Financial Statements**”), taking into account the Total Acquisition Cost and assuming that:

- (a) the Master Lease Agreements with the Vendor Group were in place since 1 April 2018;
- (b) the Acquisitions generated a net property income yield of approximately 6.2% based on the aggregate purchase price of S\$778.3 million for 1Q FY18/19;
- (c) approximately 308.6 million New Units are issued at an illustrative issue price (the “**Illustrative Issue Price**”) of S\$1.215 per New Unit in connection with the Private Placement to raise gross proceeds of approximately S\$375.0 million to partially fund the Total Acquisition Cost and professional and other fees and expenses incurred or to be incurred by MLT in connection with the Private Placement; and
- (d) S\$438.5 million is drawn down by MLT from the Loan Facilities with an average interest cost of approximately 3.5% per annum to partially fund the Total Acquisition Cost.

(a) **Pro Forma DPU**

FOR ILLUSTRATIVE PURPOSES ONLY: The *pro forma* financial effects of the Acquisitions on MLT’s annualised DPU for three (3) months ended 30 June 2018, as if the Acquisitions, issuance of New Units in connection with the Private Placement and drawdown of the Loan Facilities were completed on 1 April 2018, and as if MLT held the Properties through to 30 June 2018, are as follows:

	Before the Acquisitions	After the Acquisitions
Total return before income tax (S\$’000)	97,102	105,173
Income available for distribution to Unitholders (S\$’000)	60,918	68,989
Units in issue at the end of the period (million)	3,243.5 ⁽¹⁾	3,552.1 ⁽²⁾
DPU (S\$ cents)	1.957	2.016
DPU accretion (%)	-	3.0

Notes:

- (1) Units in issue as at 30 June 2018.

- (2) Includes approximately 308.6 million New Units issued in connection with the Private Placement at an Illustrative Issue Price of S\$1.215 per New Unit.

(b) Pro Forma NAV per Unit

FOR ILLUSTRATIVE PURPOSES ONLY: The *pro forma* financial effects of the Acquisitions on the NAV per Unit as at 30 June 2018, as if the Acquisitions, issuance of New Units in connection with the Private Placement and the drawdown of the Loan Facilities were completed on 30 June 2018, are as follows:

	Before the Acquisitions	After the Acquisitions
NAV represented by Unitholders' funds (S\$ million)	3,634.7	4,002.3
Units in issue at the end of the period (million)	3,243.5 ⁽¹⁾	3,552.1 ⁽²⁾
NAV per Unit (S\$)	1.12	1.13

Notes:

- (1) Units in issue as at 30 June 2018.
- (2) Includes approximately 308.6 million New Units issued in connection with the Private Placement at an Illustrative Issue Price of S\$1.215 per New Unit.

(c) Aggregate Leverage⁽¹⁾

FOR ILLUSTRATIVE PURPOSES ONLY: The *pro forma* Aggregate Leverage of MLT as at 30 June 2018, as if the Acquisitions, issuance of New Units in connection with the Private Placement and the drawdown of the Loan Facilities were completed on 30 June 2018, are as follows:

	Before the Acquisitions	After the Acquisitions
Aggregate Leverage (pro forma as at 30 June 2018)	36.4%	38.2%

Notes:

- (1) "**Aggregate Leverage**" refers to the ratio of the value of borrowings (inclusive of proportionate share of borrowings of jointly controlled entities) and deferred payments (if any) to the value of the Deposited Property.
- (2) "**Deposited Property**" means the gross assets of MLT, including all its authorised investments held or deemed to be held upon the trust under the Trust Deed dated 5 July 2004 (as amended).

6. RATIONALE FOR THE PRIVATE PLACEMENT

MLT will finance the Total Acquisition Cost through a combination of the proceeds from the Private Placement and the Loan Facilities, so as to provide overall distribution per Unit accretion to Unitholders on a *pro forma* basis while maintaining a well-balanced capital structure. The Manager believes that the Private Placement is an efficient and overall beneficial method of raising funds to finance the Total Acquisition Cost.

7. AUTHORITY TO ISSUE NEW UNITS

The Manager will be relying on the general mandate obtained at MLT's annual general meeting held on 16 July 2018 for the issue of the New Units pursuant to the Private Placement.

8. ELIGIBILITY TO PARTICIPATE IN THE PRIVATE PLACEMENT

The offer of New Units under the Private Placement will be made to eligible institutional and other investors.

The New Units to be offered under the Private Placement have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**") or the securities laws of any state or other jurisdiction of the United States, or under the securities laws of any other jurisdiction, and may not be offered, sold, resold, granted, delivered, allotted, taken up or transferred, directly or indirectly, in the United States except pursuant to an exemption from the registration requirements of the Securities Act and in compliance with applicable state laws.

The Manager, along with the Joint Global Co-ordinators and Bookrunners, reserves the absolute discretion in determining whether to allow such participation as well as the persons who may be allowed to do so.

9. STATUS OF THE NEW UNITS

9.1 Entitlement to Advanced Distribution

MLT's policy is to distribute at least 90% of its taxable income on a quarterly basis to Unitholders.

In connection with the Private Placement, the Manager intends to declare, in respect of the Units in issue on the day immediately prior to the date on which the New Units are issued pursuant to the Private Placement (the "**Existing Units**"), an advanced distribution for the period from 1 July 2018 to the date immediately prior to the date on which the New Units are issued pursuant to the Private Placement (the "**Advanced Distribution**"). The distribution per Existing Unit for the period from 1 July 2018 to 30 September 2018 (the "**2Q FY18/19 Distribution**") is currently estimated to be between 1.943 Singapore cents to 1.964 Singapore cents. Therefore, the Advanced Distribution is estimated to be between 1.880 Singapore cents to 1.900 Singapore cents (the "**Advanced Distribution Range**") based on the proration of the estimated 2Q FY18/19 Distribution by 89 days (i.e. for the period from 1 July 2018 to 27 September 2018). A further announcement on the actual quantum of the Advanced Distribution will be made by the Manager in due course.

The New Units pursuant to the Private Placement are expected to be issued on or around 28 September 2018. The Advanced Distribution is intended to ensure that the distribution accrued by MLT up to the day immediately preceding the date of issue of the New Units pursuant to the Private Placement (which at this point, will be entirely attributable to the Existing Units) is only distributed in respect of the Existing Units, and is being proposed as a means to ensure fairness to holders of the Existing Units.

The next distribution following the Advanced Distribution will comprise MLT's distributable income for the period from the day the New Units are issued pursuant to

the Private Placement to 31 December 2018. Quarterly distributions will resume thereafter.

9.2 Application of Distribution Reinvestment Plan

Unitholders should note that pursuant to the terms and conditions of the Mapletree Logistics Trust Distribution Reinvestment Plan (the “**Distribution Reinvestment Plan**”), the Manager may, in its absolute discretion, determine that the Distribution Reinvestment Plan will apply to any particular distribution. If the Manager determines that the Distribution Reinvestment Plan is to apply to the Advanced Distribution, an announcement will be made by the Manager as soon as practicable and in any event, by no later than the next market day immediately following the the books closure date of the Advanced Distribution.

9.3 Status of New Units issued pursuant to the Private Placement

The New Units issued pursuant to the Private Placement will, upon issue, rank *pari passu* in all respects with the Existing Units, including the right to MLT’s distributable income from the day of issuance of the New Units pursuant to the Private Placement as well as all distributions thereafter, other than in respect of the Advanced Distribution.

For the avoidance of doubt, the holders of the New Units to be issued pursuant to the Private Placement will not be entitled to the Advanced Distribution.

10. APPLICATION TO THE SGX-ST FOR IN-PRINCIPLE APPROVAL

The Manager will make a formal application to the SGX-ST for the listing of, dealing in, and quotation for, the New Units on the Main Board of the SGX-ST. An announcement will be made upon the receipt of such in-principle approval from the SGX-ST.

11. INDICATIVE TIMETABLE

Event	Indicative Date and Time
Launch of the Private Placement	Wednesday, 19 September 2018 after 5.00 p.m.
Books Closure Date for entitlement to the Advanced Distribution	Thursday, 27 September 2018 at 5.00 p.m.
Listing of New Units pursuant to the Private Placement	Friday, 28 September 2018 at 9.00 a.m.

By Order of the Board

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

19 September 2018

Important Notice

The value of units in MLT (“**Units**”) and the income derived from them may fall as well as rise. Units are not obligations of, deposits in, or guaranteed by, the Manager, or any of its affiliates. An investment in Units is subject to investment risks, including the possible loss of the principal amount invested.

Investors have no right to request the Manager to redeem their Units while the Units are listed. It is intended that Unitholders of MLT may only deal in their Units through trading on Singapore Exchange Securities Trading Limited (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 only and does not constitute an invitation or offer to acquire, purchase or subscribe for Units.

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

This announcement may 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 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.

This announcement is not for release, publication or distribution, directly or indirectly, in or into the United States, European Economic Area, Canada, Japan or Australia, and should not be distributed, forwarded to or transmitted in or into any jurisdiction where to do so might constitute a violation of applicable securities laws or regulations.

The 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.