



(Constituted in the Republic of Singapore pursuant to a Trust Deed dated 14 February 2013 (as amended))

ANNOUNCEMENT

PAYMENT OF BASE FEE, PROPERTY MANAGEMENT FEE & ACQUISITION FEE BY WAY OF ISSUE OF NEW UNITS IN MAPLETREE NORTH ASIA COMMERCIAL TRUST (“MNACT”)

29 August 2018 – Mapletree North Asia Commercial Trust Management Ltd., as manager (the “**Manager**”) of Mapletree North Asia Commercial Trust (“**MNACT**”), wishes to announce that a total of 12,914,857 new units in MNACT have been issued on 29 August 2018 as payment of the base fee and property management fee in relation to MNACT, and as payment of the acquisition fee in respect to the acquisition of the Japan Portfolio.

(A) PAYMENT OF BASE FEE AND PROPERTY MANAGEMENT FEE BY WAY OF ISSUE OF NEW UNITS IN MNACT

7,547,947 units have been issued to the Manager on 29 August 2018 at S\$1.1363 per unit for the following purposes:

1. 4,720,711 units issued to the Manager as payment of the Base Fee (as defined in the trust deed dated 14 February 2013 (as amended) constituting MNACT (“**Trust Deed**”)) for the period from 1 April 2018 to 30 June 2018.
2. 2,827,236 units issued to Mapletree North Asia Property Management Limited (the “**Property Manager**”) as payment of Property Management Fee (as defined in the Trust Deed) relating to Festival Walk and Gateway Plaza for the period from 1 April 2018 to 30 June 2018.

The issue price of these units is based on the 10-day volume weighted average price for the units up to 29 June 2018.

The issuance of these units is in accordance with the disclosure in the IPO prospectus of MNACT dated 27 February 2013.

All capitalised terms used in this announcement, but not otherwise defined, shall have the meanings ascribed to them in the circular of MNACT dated 6 April 2018 titled “Circular to Unitholders in Relation to the Proposed Acquisition of the Japan Portfolio (Comprising Six Freehold Commercial Properties)” and the announcement of MNACT dated 26 April 2018 titled “Results of Private Placement and Pricing of New Units under the Private Placement”.

The Manager has elected to receive 100% of the Base Fee in the form of units. Under the Trust Deed, the Manager is entitled to receive a base fee of 10% per annum of the distributable income of MNACT. In relation to the Japan Portfolio, the asset management services are provided by the Japan Asset Manager. In view of the fees payable in cash to the Japan Asset Manager for the Japan Portfolio, the Manager has elected to waive the Base Fee which it is otherwise entitled to under the Trust Deed for as long as the Manager and the Japan Asset Manager are wholly-owned by Mapletree Investments Pte Ltd and the Japan Asset Manager continues to receive the Japan Asset Management Fee in respect of the Japan Portfolio.

The Manager has elected to pay the Property Manager the Property Management Fee relating to Festival Walk and Gateway Plaza in the form of units. For Sandhill Plaza, the Manager has elected to pay the Property Manager the Property Management Fee in cash from the date of acquisition on 17 June 2015. For the Japan Portfolio, the Property Management Fee is payable in cash to the Japan Property Manager from the date of acquisition on 25 May 2018.

(B) PAYMENT OF ACQUISITION FEE FOR THE ACQUISITION OF THE JAPAN PORTFOLIO BY WAY OF NEW UNITS IN MNACT

5,366,910 units have been issued to the Manager on 29 August 2018 at S\$1.06 per unit.

These units have been issued as payment for the acquisition fee payable to the Manager for the acquisition of the Japan Portfolio (the “**Acquisition Fee Units**”¹), which amounts to S\$5.69 million² (“**Acquisition Fee**”).

In accordance with clause 15.2.1 of the Trust Deed, the Acquisition Fee Units were issued at the price of S\$1.06 per unit, being the issue price of the new units pursuant to the Private Placement which was undertaken to partially finance the acquisition of the Japan Portfolio.

Following the above issuances as set out in sections (A) and (B), the Manager holds 124,308,029 units and the Property Manager holds 61,302,977 units. Total number of units in issue as at 29 August 2018 is 3,158,922,006.

By order of the Board

Wan Kwong Weng

Joint Company Secretary

Mapletree North Asia Commercial Trust Management Ltd.

(Company Registration No. 201229323R)

As Manager of Mapletree North Asia Commercial Trust

¹ As the acquisition is considered an “interested party transaction” under Appendix 6 (Property Funds) of the Code on Collective Investment Schemes, the Acquisition Fee to the Manager is in the form of units in MNACT, which shall not be sold within one year from the date of issuance, in accordance with Paragraph 5.7 of the Property Funds Appendix.

² Pursuant to the Trust Deed, the Manager is entitled to receive an acquisition fee at the rate of 0.75% of 98.47% of the Agreed Portfolio Value.

Important Notice

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

Investors have no right to request the Manager to redeem their units while the units are listed. It is intended that Unitholders of MNACT 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.

The past performance of MNACT and the Manager is not necessarily indicative of the future performance of MNACT and the Manager.