



(Constituted in the Republic of Singapore pursuant to a Trust Deed dated 29 January 2008 (as amended))

## ANNOUNCEMENT

### CLOSE OF UPSIZED PRIVATE PLACEMENT AT AN ISSUE PRICE OF S\$1.90 PER NEW UNIT

*Capitalised terms used herein, but not otherwise defined, shall have the meanings ascribed to them in the announcement of Mapletree Industrial Trust dated 24 October 2017 titled "Launch of Private Placement to Raise Gross Proceeds of No Less Than Approximately S\$125.0 million" (the "**Announcement**").*

#### 1. INTRODUCTION

25 October 2017 – Following the announcement dated 24 October 2017 on the launch of the private placement of new units in Mapletree Industrial Trust (the "**New Units**") at an issue price of between S\$1.83 and S\$1.90 per New Unit (both figures inclusive) to raise gross proceeds of no less than approximately S\$125.0 million subject to the Upsize Option of no less than approximately S\$25.0 million as described in the Announcement (the "**Private Placement**"), Mapletree Industrial Trust Management Ltd., as manager (the "**Manager**") of Mapletree Industrial Trust ("**MIT**"), wishes to announce that the Private Placement was over-subscribed and that DBS Bank Ltd. (the "**Sole Bookrunner and Underwriter**") has in consultation with the Manager closed the books of orders for the Private Placement on 25 October 2017.

The Private Placement was approximately 3.3 times covered at the top end of the Issue Price Range of S\$1.90 per New Unit, after taking into account the Upsize Option.

In view of the strong demand, the issue price has been fixed at S\$1.90 per New Unit and the Upsize Option exercised in full.

A total of 81,968,000 New Units will be issued, increasing the aggregate gross proceeds raised to S\$155.7 million.

The Issue Price of S\$1.90 per New Unit represents a discount of:

- (a) approximately 3.2% to the volume weighted average price ("**VWAP**") of S\$1.9623 per Unit for all trades in the Units done on Singapore Exchange

Securities Trading Limited (the “**SGX-ST**”) for the full Market Day<sup>1</sup> on 24 October 2017, being the date on which the Placement Agreement was signed; and

- (b) (for illustrative purposes only) approximately 1.2% to the adjusted VWAP (“**Adjusted VWAP**”)<sup>2</sup> of S\$1.9224 per Unit.

## 2. USE OF PROCEEDS

Further to the Announcement and subject to relevant laws and regulations, the Manager intends to use the aggregate gross proceeds of approximately S\$155.7 million from the Private Placement in the following manner:

- (a) approximately S\$152.7 million (which is equivalent to approximately 98.1% of the gross proceeds of the Private Placement) to partially fund MIT's net requirement of approximately S\$164.3 million (the “**MIT Net Requirement**”)<sup>3</sup> in respect of the joint venture with Mapletree Investments Pte Ltd to acquire a portfolio of 14 data centres in the United States of America (the “**Joint Venture**”) (see announcement titled “Joint Venture with Mapletree Investments Pte Ltd to Acquire a Portfolio of 14 Data Centres in the United States of America” dated 24 October 2017 for further details); and
- (b) approximately S\$3.0 million (which is equivalent to approximately 1.9% of the gross proceeds of the Private Placement) to pay the estimated fees and expenses incurred or to be incurred by MIT in connection with the Private Placement.

Notwithstanding its current intention, the Manager may, subject to relevant laws and regulations, utilise the net proceeds of the Private Placement at its absolute discretion for other purposes, including without limitation, the repayment of existing indebtedness and towards funding committed development projects.

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 MIT's announcements on the use of

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

<sup>2</sup> The Adjusted VWAP is computed based on the VWAP of all trades in the Units done on the SGX-ST for the full Market Day on 24 October 2017 and subtracting the estimated Cumulative Distribution of approximately 3.99 Singapore cents per Unit (being the mid-point of the estimated Cumulative Distribution Range). This amount is only an estimate based on information available to the Manager and the actual Cumulative Distribution may differ and will be announced at a later date.

<sup>3</sup> The MIT Net Requirement is the net requirement to finance the total cost of MIT's investment in the Joint Venture, after accounting for MIT's proportionate share of Mapletree Redwood Data Centre Trust's onshore debt financing. Please see the announcement titled “Joint Venture with Mapletree Investments Pte Ltd to Acquire a Portfolio of 14 Data Centres in the United States of America” dated 24 October 2017 for further details on the MIT Net Requirement.

proceeds and in MIT'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 to 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.

### **3. 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 to be issued pursuant to the Private Placement 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. The trading of the New Units on the SGX-ST is currently expected to commence at 9.00am on or around 2 November 2017.

The Private Placement shall be subject to certain conditions precedent more particularly set out in the Placement Agreement, including the receipt of the approval in-principle of the SGX-ST for the listing of, dealing in, and quotation for, the New Units on the Main Board of the SGX-ST.

### **4. STATUS OF THE NEW UNITS**

#### **4.1 Entitlement to Cumulative Distribution**

MIT's policy is to distribute at least 90.0% of its distributable income on a quarterly basis to Unitholders. On 24 October 2017, the Manager announced a quarterly distribution of 3.00 Singapore cents per Unit for the period from 1 July 2017 to 30 September 2017 ("**2QFY17/18 Distribution**").

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 pursuant to the Private Placement are issued (the "**Existing Units**"), an advanced distribution for the period from 1 October 2017 to the date immediately prior to the date on which the New Units are issued pursuant to the Private Placement (the "**Advanced Distribution**" and together with the 2QFY17/18 Distribution, the "**Cumulative Distribution**"). The quantum of distribution per Unit under the Cumulative Distribution (comprising the 2QFY17/18 Distribution and the Advanced Distribution<sup>4</sup>) is currently estimated to be between 3.97 Singapore cents to 4.01 Singapore cents (the "**Cumulative Distribution Range**"). A further announcement on

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<sup>4</sup> The estimated advanced distribution for the period from 1 October 2017 to 1 November 2017 (being the day immediately prior to the date on which the New Units are expected to be issued pursuant to the Private Placement), is based on the Manager's pro-rated estimate of MIT's revenue and expenses for the quarter ending 31 December 2017. This amount is only an estimate based on information currently available to the Manager, and the actual Cumulative Distribution may differ.

the actual quantum of the Cumulative 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 2 November 2017. The Advanced Distribution is intended to ensure that the distribution accrued by MIT 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 Cumulative Distribution will comprise MIT's distributable income for the period from the day the New Units are issued pursuant to the Private Placement to 31 December 2017. Quarterly distributions will resume thereafter.

**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 Cumulative Distribution.**

#### **4.2 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 MIT'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 Cumulative Distribution.

#### **5. PLACEMENT OF NEW UNITS TO DBS BANK LTD.'S TREASURY INVESTMENTS UNIT ("DBS TI")**

DBS TI has been allocated 5,000,000 New Units under the Private Placement. Mapletree Investments Pte Ltd (the "**Sponsor**") is a substantial unitholder of MIT. The Sponsor is in turn indirectly owned by Temasek Holdings (Private) Limited ("**Temasek**") through Temasek's wholly-owned subsidiary, Fullerton Management Pte Ltd. Accordingly, Temasek, through its indirect interest in the Sponsor, is deemed a substantial unitholder of MIT. DBS Bank Ltd. ("**DBS**") is a wholly-owned subsidiary of DBS Group Holdings Ltd ("**DBSH**") and based on the latest annual report of DBSH for the financial year ended 31 December 2016, Temasek had a direct and deemed interest of 29.52% in DBSH as at 28 February 2017.

In response to an application by DBS, which is the Sole Bookrunner and Underwriter, the SGX-ST has stated that it has no objections to the placement of New Units to DBS TI pursuant to Rule 812(4) of the Listing Manual of the SGX-ST, subject to the following conditions that: (a) DBS operates independently from and is not involved in the management of MIT and the Sponsor, and the Manager, the Sponsor and DBS do not share any common director; (b) the Private Placement is for the purpose of acquisitions in the ordinary course of business; (c) Temasek's charter provides that it will only provide strategic directions to MIT and the Sponsor and it does not involve itself in their day-to-day commercial decisions; (d) Temasek does not have board representation in the Manager nor the Sponsor; (e) the Private Placement is effected

through an independent process of book building and the allocation and pricing of the Private Placement will be done in consultation and with the approval of MIT; (f) any amount placed to DBS should not be more than 25.0% of the total New Units under the Private Placement; (g) DBSH does not increase its interest in MIT above 5.0%; and (h) disclosure via SGXNET by MIT of the placement to DBS TI and disclosure of the above conditions.

By order of the Board  
Wan Kwong Weng  
Joint Company Secretary  
Mapletree Industrial Trust Management Ltd.  
(Company Registration No. 201015667D)  
As Manager of Mapletree Industrial Trust

## **Important Notice**

The value of Units in MIT 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 MIT 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 only and does not constitute an invitation or offer to acquire, purchase or subscribe for Units in the United States or in any other jurisdiction. The past performance of MIT and the Manager is not necessarily indicative of the future performance of MIT and the Manager.

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 United States Securities Act of 1933, as amended (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. 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.