

Corporate Governance Report

The Manager of Mapletree North Asia Commercial Trust (“MNACT”) is responsible for the strategic direction and management of the assets and liabilities of MNACT as well as its subsidiaries (collectively, the “Group”). As a REIT manager, the Manager is licensed by the Monetary Authority of Singapore (“MAS”) and holds a Capital Markets Services Licence for REIT management (“CMS Licence”).

The Manager discharges its responsibility for the benefit of MNACT and its unitholders (“Unitholders”), in accordance with the applicable laws and regulations as well as the trust deed (as amended) constituting MNACT (the “Trust Deed”). To this end, the Manager sets the strategic direction of the Group and gives recommendations to DBS Trustee Limited, in its capacity as trustee of MNACT (the “Trustee”), on the acquisition, divestment and enhancement of assets of the Group.

The Manager’s roles and responsibilities include:

- carrying out the Group’s business to generate returns in a sustainable manner and conducting all transactions on normal commercial terms and on an arm’s length basis;
- preparing annual budget proposal with forecast on gross revenue, property expenditure, capital expenditure and providing explanations on major variances against prior year’s actual results and written commentaries on key issues and any other relevant assumptions. The purposes of such proposals and analyses are to chart the Group’s business for the year ahead and to explain the performance of MNACT’s properties compared to the prior year; and
- ensuring compliance with applicable laws and regulations, including the Securities and Futures Act (Chapter 289 of Singapore), the Listing Manual of Singapore Exchange Securities Trading Limited (the “SGX-ST”), the Code on Collective Investment Schemes (“CIS Code”) issued by the MAS (including Appendix 6 of the CIS Code, the “Property Funds Appendix”), the Singapore Code on Takeovers and Mergers, the Trust Deed, written directions, notices, codes and other guidelines that the MAS may issue from time to time and any tax rulings.

The Manager is committed to complying with the substance and spirit of the Code of Corporate Governance 2012 (the “Code”). The following describes the main corporate governance policies and practices of the Manager with reference to the Code and, where there are deviations from the principles and guidelines of the Code, explanations for such deviations.

(A) BOARD MATTERS

The Board’s Conduct of Affairs

Principle 1: Effective Board

Our Policy and Practices

The Manager adopts the principle that an effective Board of Directors (the “Board”) for the Manager is one which is constituted with the right core competencies and diversity of experience, so that the collective wisdom of the Board can give guidance and provide insights as well as strategic thinking to the management team of the Manager (“Management”).

The key roles of the Board are to:

- guide the corporate strategy and direction of the Manager;
- ensure that the senior management of the Manager discharges business leadership and demonstrates the highest quality of management with integrity and enterprise; and
- oversee the proper conduct of the Manager and ensure there is adherence to the corporate governance policies and practices set out in this report.

In discharging their roles and responsibilities, all Directors of the Board are expected to act and have acted in the best interests of MNACT.

The positions of Chairman and Chief Executive Officer (“CEO”) are held by two separate persons in order to maintain effective oversight. The Board has also established the Audit and Risk Committee (the “AC”) and the Nominating and Remuneration Committee (the “NRC”), each of which operates under delegated authority from the Board, to assist the Board in discharging its oversight function.

The Board comprises nine directors (the “Directors”), of whom eight are Non-Executive Directors and five are Independent Directors.

The following sets out the composition of the Board:

- Mr. Paul Ma Kah Woh, Non-Executive Chairman and Director
- Mr. Kevin Kwok, Independent Non-Executive Director and Chairman of the AC
- Mr. Lok Vi Ming, Lead Independent Non-Executive Director and Chairman of the NRC
- Mr. Lawrence Wong Liang Ying, Independent Non-Executive Director and Member of the AC
- Mr. Michael Kok Pak Kuan, Independent Non-Executive Director and Member of the AC
- Ms. Tan Su Shan, Independent Non-Executive Director and Member of the NRC
- Mr. Hiew Yoon Khong, Non-Executive Director and Member of the NRC
- Mr. Chua Tiow Chye, Non-Executive Director
- Ms. Cindy Chow Pei Pei, Executive Director and CEO

The Board comprises business leaders and distinguished professionals with banking, legal, retail, real estate, strategic planning, management and accounting experience.

The diverse professional backgrounds of the Directors enable Management to benefit from their external, varied and objective perspectives on issues brought before the Board for discussion and deliberation. Each Director is appointed on the strength of his or her calibre, experience, stature, and potential to give proper guidance to Management on the business of the Group. In addition, the Board considers additional factors such as the age, gender and educational background of its

members. The profiles of the Directors are set out in pages 64 to 67 of this Annual Report. The Board is of the view that the present principal directorships included in their individual profiles are sufficient to inform Unitholders of their principal commitments. The Board meets regularly, at least once every quarter, to review the business performance and outlook of the Group and deliberate on business strategy, including any significant acquisitions, disposals, fund-raising and development projects undertaken by the Group. When exigencies prevent a Director from attending a Board or Board committee meeting in person, such Director can participate by audio or video conference.

The Directors' attendance of the Board, the AC, the NRC and the General Meetings for FY18/19 is as follows:

		Board	AC	NRC	AGM ¹	EGM ²
Number of meetings held in FY18/19		5	5	1	1	1
Board Members	Membership					
Mr. Paul Ma Kah Woh (Appointed on 1 July 2016) (Last reappointment on 28 September 2018)	Non-Executive Chairman and Director	5	N.A. ³	N.A. ³	1	1
Mr. Kevin Kwok (Appointed on 7 February 2013) (Last reappointment on 29 September 2017)	Independent Non-Executive Director and Chairman of the AC	5	5	N.A. ³	1	1
Mr. Lok Vi Ming⁴ (Appointed on 7 February 2013) (Last reappointment on 28 September 2018)	Lead Independent Non-Executive Director and Chairman of the NRC	4	2	1	1	1
Mr. Lawrence Wong Liang Ying⁵ (Appointed on 1 October 2018)	Independent Non-Executive Director and Member of the AC	3	2	N.A. ³	N.A. ³	N.A. ³
Mr. Michael Kok Pak Kuan (Appointed on 7 February 2013) (Last reappointment on 30 September 2016)	Independent Non-Executive Director and Member of the AC	5	5	N.A. ³	1	1
Ms. Tan Su Shan (Appointed on 1 November 2016) (Last reappointment on 29 September 2017)	Independent Non-Executive Director and Member of the NRC	5	N.A. ³	1	1	0
Mr. Hiew Yoon Khong (Appointed on 30 November 2012) (Last reappointment on 29 September 2017)	Non-Executive Director and Member of the NRC	4	N.A. ³	1	1	1
Mr. Chua Tiow Chye (Appointed on 30 November 2012) (Last reappointment on 29 September 2017)	Non-Executive Director	5	5 ⁶	N.A. ³	1	1
Ms. Cindy Chow Pei Pei (Appointed on 30 November 2012) (Last reappointment on 28 September 2018)	Executive Director and CEO	5	5 ⁶	1 ⁶	1	1

Notes:

- Held on 18 July 2018.
- Held on 24 April 2018.
- N.A. means not applicable.
- Mr. Lok Vi Ming stepped down as a member of the AC with effect from 15 January 2019.
- Mr. Lawrence Wong Liang Ying was appointed as a member of the AC with effect from 16 January 2019.
- Attendance was by invitation.

Corporate Governance Report

The Board has also approved a set of delegations of authority which sets out approval limits for investments and divestments, development, operational and capital expenditures and treasury activities to be undertaken by the Group. Approval sub-limits are also provided at various management levels to facilitate operational efficiency as well as provide a system of checks and balances.

The Board's approval is required for material transactions to be undertaken by the Group, including the following:

- equity fund-raising;
- acquisition, development and disposal of properties above Board-prescribed limits;
- overall project budget variance and *ad hoc* development budget above Board-prescribed limits;
- debt fund-raising above Board-prescribed limits; and
- derivative contracts above Board-prescribed limits.

Each Director is given a formal letter of appointment setting out his or her duties and obligations under the relevant laws and regulations governing the Manager and the Group. The Manager also has in place an orientation programme to brief new Directors on the Group's business, strategic directions, risk management policies, the regulatory environment in which the Group operates and the governance practices of the Group and the Manager, including in areas such as accounting, legal and industry-specific knowledge as appropriate. The Board is updated on any material change to relevant laws, regulations and accounting standards by way of briefings by professionals or by updates issued by Management.

Board Composition and Guidance

Principle 2: Strong and Independent Element on the Board

Our Policy and Practices

The Board reviews from time to time the size and composition of the Board to ensure that the size of the Board is appropriate in facilitating effective decision making.

The Manager adopts the principle that a board composition with a strong and independent element will allow the Directors to engage in robust deliberations with Management and provide external, diverse and objective insights on issues brought before the Board for discussion and deliberation. In particular, the non-executive Directors will also conduct periodic review of the investment mandate as well as the strategic focus of MNACT with Management. Further, such

a board composition, and the separation of the roles of the Chairman and the CEO, provides oversight to ensure that Management discharges its roles and responsibilities effectively and with integrity.

The Board assesses the independence of each Director in accordance with the requirements of the Code and Regulations 13D to 13H¹ of the Securities and Futures (Licensing and Conduct of Business) Regulations ("**SFLCB Regulations**"). A Director is considered to be independent if he or she has no relationship with the Manager, its related corporations and its shareholders who hold 10% or more of the voting shares of the Manager, or Unitholders who hold 10% or more of the Units in issue, or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of his or her independent business judgement; and is independent from the management and every business relationship with the Manager and MNACT, every substantial shareholder of the Manager and every substantial unitholder of MNACT and has not served on the Board for a continuous period of nine years or longer.

For FY18/19, each of the Independent Directors had carried out an assessment on whether there were any relationships or circumstances which may impact his or her independent status. Accordingly, each of the Independent Director had either made a negative declaration or disclosed such relationships or circumstances as applicable. The declarations or disclosures made by each Independent Director had been reviewed by the NRC.

Based on a review of the relationships between the Directors and the Group in accordance with the requirements of the Code and the Enhanced Independence Requirements, the Board considers the following Directors to be independent:

- Mr. Kevin Kwok;
- Mr. Lok Vi Ming;
- Mr. Lawrence Wong Liang Ying;
- Mr. Michael Kok Pak Kuan; and
- Ms. Tan Su Shan.

In view of the above, at least half of the Board comprises Independent Directors.

The Board, after considering the relevant requirements under the SFLCB Regulations, specifically Regulation 13E(b)(i) of the SFLCB Regulations, and the Code, wishes to set out its views in respect of each of the Directors as follows:

¹ The SFLCB Regulations were amended by the Securities and Futures (Licensing and Conduct of Business)(Amendment No.2) Regulations 2018 which came into operation on 8 October 2018. One of the amendments to the SFLCB Regulations was the insertion of Regulations 13D to 13H which relate to board composition and director's independence.

Name of Director	(i) had been independent from the management of the Manager and MNACT during FY18/19	(ii) had been independent from any business relationship with the Manager and MNACT during FY18/19	(iii) had been independent from every substantial shareholder of the Manager and every substantial unitholder of MNACT during FY18/19	(iv) had not been a substantial shareholder of the Manager or a substantial unitholder of MNACT during FY18/19	(v) has not served as a director of the Manager for a continuous period of 9 years or longer as at the last day of FY18/19
Mr. Paul Ma Kah Woh ^{1,7}	✓			✓	✓
Mr. Kevin Kwok	✓	✓	✓	✓	✓
Mr. Lok Vi Ming	✓	✓	✓	✓	✓
Mr. Lawrence Wong Liang Ying	✓	✓	✓	✓	✓
Mr. Michael Kok Pak Kuan ^{2,7}	✓			✓	✓
Ms. Tan Su Shan ^{3,7}	✓			✓	✓
Mr. Hiew Yoon Khong ^{4,7}		✓		✓	✓
Mr. Chua Tiow Chye ^{5,7}		✓		✓	✓
Ms. Cindy Chow Pei Pei ^{6,7}		✓		✓	✓

Notes:

- Mr. Paul Ma Kah Woh is currently a Non-Executive Director of the Sponsor, which is a substantial shareholder of the Manager and a substantial unitholder of MNACT. Mr. Ma is also a Non-Executive Director of Starhub Ltd., a related corporation of Temasek Holdings (Private) Limited ("Temasek") which is a related corporation and a substantial shareholder of the Manager (through the Sponsor) and a substantial unitholder of MNACT. Pursuant to the SFLCB Regulations, during FY18/19, Mr. Ma is deemed not to be (a) independent from a business relationship with the Manager and MNACT; and (b) independent from every substantial shareholder of the Manager and substantial unitholder of MNACT by virtue of his directorships in the Sponsor and Starhub Ltd. The Board is satisfied that, as at 31 March 2019, Mr. Ma was able to act in the best interests of all Unitholders of MNACT as a whole.
- Mr. Michael Kok Pak Kuan is currently a Non-Executive Director of SATS Ltd., which is a related corporation of Temasek. Mr. Kok was also previously a Non-Executive Director of Dairy Farm International Holdings Limited ("Dairy Farm") and stepped down from this position on 8 May 2019. MNACT received rental in excess of S\$200,000 in FY18/19 for leases of MNACT's premises at Mannings, which is part of the Dairy Farm Group. Under Guideline 2.3(d) of the Code, a director may be considered as not independent if he is, among others, an executive officer of an organisation to which a company or any of its subsidiaries made, or from which the company or any of its subsidiaries received, significant payments or material services in the current or immediate past financial year. As a guide, payments aggregated over any financial year in excess of S\$200,000 should generally be deemed significant. Pursuant to the SFLCB Regulations, during FY18/19, Mr. Kok is deemed not to be (a) independent from a business relationship with the Manager and MNACT, by virtue of the payments made to MNACT by Mannings (which is part of the Dairy Farm Group) in the immediately preceding financial year, where Mr. Kok sat on the board as a Non-Executive Director; and (b) independent from every substantial shareholder of the Manager and substantial unitholder of MNACT by virtue of his directorship in SATS Ltd. Notwithstanding that MNACT receives payment in excess of S\$200,000 from Mannings in FY18/19, the Board takes the view that Mr. Kok's Independent Director status is not affected as these rentals and charges were agreed on an arm's length and commercial basis and did not represent a significant portion of MNACT's revenue. Also, he serves on the Manager's Board in his personal capacity and not as a representative or nominee of Temasek and neither is he under any employment relationship with Temasek. He is not under any obligation to act in accordance with the directions, instructions or wishes of Temasek. The Board is also of the opinion that, as at 31 March 2019, Mr. Kok was able to act in the best interests of all Unitholders of MNACT as a whole.
- Ms. Tan Su Shan is currently the Managing Director and Group Head of Institutional Banking of DBS Bank Ltd., a related corporation of Temasek. MNACT paid fees in excess of S\$200,000 in FY18/19 to the Trustee and DBS Bank Ltd. as joint global co-ordinator and bookrunner for the equity fund raising exercise for the acquisition of the Japan Properties and the amounts received as rental by MNACT from DBS Group in FY18/19 for leases of MNACT's premises exceeded S\$200,000. Under Guideline 2.3(d) of the Code, a director may be considered as not independent if he or she is, among others, an executive officer of an organisation to which a company or any of its subsidiaries made, or from which the company or any of its subsidiaries received, significant payments or material services in the current or immediate past financial year. As a guide, payments aggregated over any financial year in excess of S\$200,000 should generally be deemed significant. Pursuant to the SFLCB Regulations, during FY18/19, Ms. Tan is deemed not to be (a) independent from a business relationship with the Manager and MNACT, by virtue of the payments made to the Trustee and DBS Bank Ltd. by MNACT and the payments received by MNACT from DBS Group; and (b) independent from every substantial shareholder of the Manager and substantial unitholder of MNACT by virtue of her employment with DBS Bank Ltd. Notwithstanding the foregoing, the Board takes the view that Ms. Tan's Independent Director status is not affected as (a) the Trustee arrangement was entered into before Ms. Tan was appointed as a Director of the Manager; (b) the fees, rental and other charges were agreed on an arm's length basis and on normal commercial terms and (c) she serves on the Manager's Board in her personal capacity and not as a representative or nominee of Temasek and neither is she under any employment relationship with Temasek. She is not under any obligation to act in accordance with the directions, instructions or wishes of Temasek. The Board is also of the opinion that, as at 31 March 2019, Ms. Tan was able to act in the best interests of all Unitholders of MNACT as a whole.
- Mr. Hiew Yoon Khong is currently the Executive Director and Group Chief Executive Officer of the Sponsor, which is a substantial shareholder of the Manager and a substantial unitholder of MNACT. He is also a Non-Executive Director of Mapletree Logistics Trust Management Ltd. (the Manager of Mapletree Logistics Trust), Mapletree Industrial Trust Management Ltd. (the Manager of Mapletree Industrial Trust) and Mapletree Commercial Trust Management Ltd. (the Manager of Mapletree Commercial Trust), all of which are related corporations of the Sponsor. Pursuant to the SFLCB

Corporate Governance Report

Regulations, during FY18/19, Mr Hiew is deemed not to be (a) independent from a management relationship with the Manager and MNACT; and (b) independent from every substantial shareholder of the Manager and substantial unitholder of MNACT by virtue of his employment with the Sponsor and directorships in the abovementioned related corporations of the Sponsor. The Board is satisfied that, as at 31 March 2019, Mr. Hiew was able to act in the best interests of all Unitholders of MNACT as a whole.

- 5 Mr. Chua Tiow Chye is currently the Deputy Group Chief Executive Officer of the Sponsor which is a substantial shareholder of the Manager and a substantial unitholder of MNACT. Mr. Chua is also a Non-Executive Director of Mapletree Logistics Trust Management Ltd. (the Manager of Mapletree Logistics Trust), a related corporation of the Manager. Pursuant to the SFLCB Regulations, during FY18/19, Mr. Chua is deemed not to be (a) independent from a management relationship with the Manager and MNACT; and (b) independent from every substantial shareholder of the Manager and substantial unitholder of MNACT by virtue of his employment with the Sponsor and his directorships in the abovementioned related corporations of the Sponsor. The Board is satisfied that, as at 31 March 2019, Mr. Chua was able to act in the best interests of all Unitholders of MNACT as a whole.
- 6 Ms. Cindy Chow Pei Pei is currently the Executive Director and Chief Executive Officer of the Manager, which is a related corporation of the Sponsor. Pursuant to the SFLCB Regulations, during FY18/19, Ms. Cindy Chow is deemed not to be (a) independent from a management relationship with the Manager and MNACT by virtue of her employment with the Manager; and (b) independent from every substantial shareholder of the Manager and substantial unitholder of MNACT by virtue of her directorship in the Manager which is a related corporation of the Sponsor. The Board is satisfied that, as at 31 March 2019, Ms. Cindy Chow was able to act in the best interests of all Unitholders of MNACT as a whole.
- 7 For the purposes of Regulation 13E(b)(ii) of the SFLCB Regulations, as at 31 March 2019, each of the abovementioned Directors were able to act in the best interests of all the Unitholders as a whole.

The Manager has a policy that its Directors should recuse themselves from discussions and abstain from voting on resolutions regarding a transaction or proposed transaction in which the Director has an interest or is conflicted. The Directors have complied with this policy and recused himself or herself from discussions and abstained from voting on resolutions regarding any proposed transaction which might potentially give rise to a conflict of interest.

Chairman and CEO

Principle 3: Clear Division of Responsibilities

Our Policy and Practices

The Manager adopts the principle of clear separation of the roles and responsibilities between the Chairman of the Board and the CEO of the Manager. The Chairman guides the Board in constructive debates on the Group's strategic direction, management of its assets and governance matters. The Chairman is a non-executive Director.

The Chairman and the CEO are not related to each other. The CEO is responsible for the running of the Manager's business operations. She has full executive responsibilities over the business and operational decisions of the Group. The CEO is also responsible for ensuring the Group's compliance with the applicable laws and regulations in its day-to-day operations.

As the Chairman is not an independent director, in accordance with Guideline 3.3 of the Code, Mr. Lok Vi Ming had been appointed as Lead Independent Non-Executive Director of the Manager with effect from 1 August 2016. The principal responsibilities of the Lead Independent Director are to act as chairman of the Board when matters concerning the Chairman are to be considered, and to be available to the Board and Unitholders for communication of Unitholders' concern when other channels of communication through the Chairman or CEO are inappropriate, as well as for leading all deliberations on feedback regarding performance of the CEO and any interested party transactions.

Board Membership

Principle 4: Formal and Transparent Process for Appointments

Our Policy and Practices

The Manager adopts the principle that Board renewal is an ongoing process to ensure good governance and to remain relevant to the changing needs of the Manager and the Group's business.

The Board established the NRC in January 2016 and it comprises three Directors, being Mr. Lok Vi Ming, Ms. Tan Su Shan and Mr. Hiew Yoon Khong, all of whom are non-executive and the majority of whom (including the Chairman) are independent. Mr. Lok Vi Ming is the Chairman of the NRC and also the Lead Independent Non-Executive Director of the Manager.

The NRC has written terms of reference setting out its scope and authority in performing the functions of a nominating committee, which include assisting the Board in matters relating to:

- the appointment and re-appointment of Board and committee members;
- the appointment and succession plan for the Executive Director and CEO and the framework for the appointment and succession plan for the senior management executives of the Manager;
- training and professional development programmes for the Board;
- the process for evaluating Board performance; and
- the determination, on an annual basis and as and when circumstances require, of the independent status of a Director, bearing in mind the relevant guidelines of the Code and the SFLCB Regulations, as well as any other applicable regulations and guidelines and salient factors.

The composition of the Board is determined based on the following principles:

- the Chairman of the Board should be a non-executive director of the Manager;
- the Board should comprise directors with a broad range of commercial experience including expertise in funds management, law, finance, audit, accounting and real estate; and
- at least one-third of the Board should comprise independent directors if the Chairman is an independent director and at least half of the Board should comprise independent directors if the Chairman is not an independent director.

As at least half of the Board comprises Independent Directors, the Manager will not be voluntarily subjecting any appointment or reappointment of directors to voting by Unitholders. The Board intends to continue to keep to the principle that at least half of the Board shall comprise independent directors.

The Manager does not, as a matter of policy, limit the maximum number of listed company board representations its Board members may hold as long as each of the Board members is able to commit his or her time and attention to the affairs of the Group, including attending Board and Board committee meetings and contributing constructively to the management of the Manager and the Group. The Manager believes that each Director is best placed to decide whether he or she has sufficient capacity to discharge his or her duties and responsibilities as Director in the best interests of the Manager and Unitholders. Taking into account the meeting attendance records of the Directors in FY18/19, as well as the contribution and performance of each individual Director at such meetings, the Board is satisfied that all the Directors have been able to carry out their duties as Director notwithstanding their principal commitments.

In keeping with the principle that a Director must be able to commit his or her time and attention to the affairs of the Group, the Board will generally not approve the appointment of alternate directors. There were no alternate directors appointed in FY18/19.

The NRC reviews and makes recommendations of nominations and/or re-nominations of directors on the Board and Board committees to the Board for approvals. As a principle of good corporate governance, all Board members are required to submit themselves for re-nomination and re-election at regular intervals during the annual general meeting of the Manager.

Board Performance

Principle 5: Formal Assessment of the Effectiveness of the Board

Our Policy and Practices

The Manager adopts the principle that the Board's performance is ultimately reflected in the performance of the Manager and the Group.

To assess the performance of the Board and the Board committees, the Manager conducts confidential board effectiveness surveys once every two to three years. Such surveys are carried out once every two to three years so as to provide more time for Directors to observe, review and assess the effectiveness and performance of the Board and the Board committees. The last survey of the Board, AC and NRC was undertaken in May 2019, with the findings to be evaluated by the Board in July 2019. To this end, the NRC will assist the Board in (amongst other things) the assessment of the effectiveness of the Board, by reviewing the performance evaluation process and making recommendations to the Board.

Access to Information

Principle 6: Complete, Adequate and Timely Access to Information

Our Policy and Practices

The Manager adopts the principle that the Board shall be provided with timely and complete information prior to Board meetings, as well as when the need arises.

Management is required to provide adequate and timely information to the Board, which includes matters requiring the Board's decision, as well as ongoing reports relating to the operational and financial performance of the Group. Management is also required to furnish any additional information requested by the Board in a timely manner in order for the Board to make informed decisions.

The Directors have separate and independent access to Management and the Company Secretary.

The appointment and removal of the Company Secretary is subject to the approval of the Board.

The Company Secretary attends to the administration of corporate secretarial matters and advises the Board on governance matters. The Company Secretary also attends all Board and Board committee meetings and provides assistance to the Chairman in ensuring adherence to Board procedures.

The Board takes independent professional advice as and when necessary, at the Manager's expense, to enable it and/or the Independent Directors to discharge their responsibilities effectively. The AC meets the external and internal auditors separately at least once a year, without the presence of Management.

Corporate Governance Report

(B) REMUNERATION MATTERS

Procedures for Developing Remuneration Policies

Principle 7: Formal and Transparent Procedure for Fixing the Remuneration of Directors

Level and Mix of Remuneration

Principle 8: Appropriate Level of Remuneration

Disclosure on Remuneration

Principle 9: Clear Disclosure of Remuneration Matters

Our Policy and Practices

The Manager adopts the principle that remuneration matters should be sufficiently structured and benchmarked with good market practices to attract qualified talent to grow and manage its business.

The Manager adopts the principle that remuneration for the Board and senior management should be viewed in totality. The remuneration structure supports the continuous development of the management bench strength to ensure robust talent management and succession planning.

Pursuant to the Guidelines to All Holders of a Capital Markets Services Licence for Real Estate Investment Trust Management (Guideline No: SFA04-G07), the Manager has disclosed in this report information on its NRC as set out below.

Additional information on remuneration matters are disclosed in accordance with the Alternative Investment Fund Managers Directive (the "AIFMD") in compliance with the requirements of the AIFMD.

Nominating and Remuneration Committee

The Manager has established the NRC which consists of a minimum of three members and is constituted in a way that enables it to exercise its judgment and demonstrate its ability to make decisions which are consistent with the current and future financial status of the business.

The current members are: Mr. Lok Vi Ming, Lead Independent Non-Executive Director and Chairman of NRC, Ms. Tan Su Shan, Independent Non-Executive Director and Mr. Hiew Yoon Khong, Non-Executive Director. The NRC met once during FY18/19 and was guided by an independent remuneration consultant Willis Towers Watson, who has no relationship with the Manager, the controlling shareholders of the Manager or its related entities and the Board of Directors that would interfere with their ability to provide independent advice to the NRC.

The NRC has written terms of reference setting out its scope and authority in performing the functions of a nominating and remuneration committee, which include assisting the Board in matters relating to:

- reviewing and recommending to the Board all nominations for the appointment and re-appointment of Directors and of members to the various Board committees;
- reviewing and recommending to the Board the succession plan for the Executive Director and CEO of the Manager;
- the remuneration framework for the Directors, Executive Director and CEO, and senior management of the Manager, including all option plans, stock plans and the like, as well as the performance hurdles of such plans;
- the specific remuneration package for the Executive Director and CEO of the Manager; and
- the termination payment, gratuities, severance payment and other similar payments to the Executive Director and CEO of the Manager.

Decision-Making Process for Determining the Remuneration Policy

The NRC is responsible for the annual review of the Manager's remuneration policy, its implementation and ensuring compliance with relevant legislation and regulation. The NRC makes remuneration decisions for employees annually in May following the end of the performance year. This timing allows the full-year financial results to be considered along with the other non-financial goals and objectives. The NRC developed the Manager's remuneration policy with a number of principles in mind. The overarching principle is to promote sustainable long-term success of MNACT. The remuneration policy should:

- **Align with Unitholders:** A proportion of variable remuneration is deferred and delivered in the form of deferred awards over MNACT phantom units, thereby aligning the interests of employees and Unitholders;
- **Align with performance:** Total variable compensation is managed taking into consideration financial performance and achievement of non-financial goals;
- **Encourage retention:** Deferred variable compensation does not give rise to any immediate entitlement. Awards normally require the participant to be employed continuously by the Manager until at least the third anniversary of the grant in order to vest in full; and
- **Be competitive:** Employees receive competitive compensation and benefits packages, which are reviewed annually and benchmarked by independent remuneration consultant to the market.

In determining specific individual compensation amounts, a number of factors are considered including non-financial goals and objectives, financial performance of MNACT and the individual performance and contributions to MNACT during the financial year. Particularly for senior management and key management employees, a portion of their variable compensation is deferred and subjected to downside risks to prevent excessive risk taking.

The key objectives and features of the Manager's policy on the remuneration of its Directors are as follows:

- the level of directors' fees should be appropriate (but not excessive) to attract and motivate the Directors to provide good stewardship of the Manager and the Group;
- directors' fees are reviewed annually and subject to the approval of the Manager's shareholder;
- to ensure that each Directors' fees are commensurate with his or her responsibilities and time spent, each Director is paid a basic retainer and Directors who perform additional role through the Board committees are paid additional fees for such services;
- Non-Executive Directors who are employees of the Sponsor do not receive any director's fees in their capacity as Directors, and the CEO also does not receive any director's fees in her capacity as a Director; and
- no Director is involved in deciding his or her own remuneration.

Directors' fees are paid entirely in cash.

The key objectives and features of the Manager's policy on the remuneration of its executives are as follows:

- the level and structure of executive remuneration should be competitive (but not excessive) to attract, motivate and retain a pool of talented executives for the present and future growth of the Manager; and
- executive remuneration should be performance-related with a view to promoting the long-term success and sustainability of the Manager.

The CEO is not present during the discussions relating to her own compensation and terms and conditions of service, and the review of her performance. However, the Board, with the assistance of the NRC, reviews the CEO's performance and the NRC Chairman, or his designate, will share with the CEO their views of her performance. In accordance with the directions and guidelines from the MAS on the remuneration of key executive officers of REIT managers, the Board, with the assistance of the NRC, reviews the CEO's specific remuneration package to ensure its compliance with the substance and spirit of such directions and guidelines from the MAS.

The remuneration of the Board and the employees of the Manager is paid by the Manager, and not by MNACT. The Manager has set out in the table below information on the fees paid to the Directors for FY18/19:

Name of Director	Membership	FY18/19
Mr. Paul Ma Kah Woh	Non-Executive Chairman and Director	S\$121,000
Mr. Kevin Kwok	Independent Non-Executive Director and Chairman of the AC	S\$101,000
Mr. Lok Vi Ming	Lead Independent Non-Executive Director and Chairman of the NRC	S\$112,734 ¹
Mr. Lawrence Wong Liang Ying	Independent Non-Executive Director and Member of the AC	S\$39,266 ¹
Mr. Michael Kok Pak Kuan	Independent Non-Executive Director and Member of the AC	S\$88,500
Ms. Tan Su Shan	Independent Non-Executive Director and Member of the NRC	S\$78,500
Mr. Hiew Yoon Khong	Non-Executive Director and Member of the NRC	Nil ²
Mr. Chua Tiow Chye	Non-Executive Director	Nil ²
Ms. Cindy Chow Pei Pei	Executive Director and CEO	Nil ³

Notes:

¹ Pro-rated fees paid for FY18/19.

² Non-Executive Directors who are employees of the Sponsor do not receive any director's fees in their capacity as Directors.

³ The CEO does not receive any director's fees in her capacity as a Director.

Corporate Governance Report

Link Between Pay and Performance

Employee remuneration at the Manager comprises fixed pay, variable incentive, allowances and benefits. Fixed pay comprises a salary and an annual wage supplement. All employees receive a salary that reflects their responsibilities and the level of experience and expertise needed to undertake their roles. Allowances and benefits include statutory provident contributions and benefits-in-kind to enable employees to undertake their role by ensuring their well-being.

Variable incentive is a material component of total remuneration and comprises Performance Target Bonus ("PTB"), Variable Bonus ("VB") and Long-term Incentive ("LTI") award. The PTB amount is determined based on the achievement of non-financial Key Performance Indicators ("KPIs") which are critical to improving the organisational effectiveness and operational efficiency of the Manager, e.g. results of Control Self-Assessment, implementation of Employee Engagement Survey 2017 action plans, participation in Corporate Social Responsibility ("CSR") events, customer/shoppers' satisfaction, and investor engagement. The VB amount is assessed based on the achievement of financial KPIs such as Net Property Income ("NPI") Yield, Distribution per unit ("DPU") and Weighted Average Lease Expiry ("WALE") which measure the financial metrics essential to the Unitholders. KPIs and their weightages may change from year to year. The LTI award is a form of unit-linked incentive plan and represents conditional rights to receive a cash sum based on the achievement of MNACT's Total Shareholder Return ("TSR") targets and value of a notional investment in MNACT.

To this end, the NRC has reviewed the performance of the Manager for FY18/19 and is satisfied that all KPIs have largely been achieved.

For senior management, a significant proportion of their variable incentive is deferred under the Manager's VB banking mechanism and vesting schedule of LTI award. Deferral of these two components is a key mechanism to building sustainable business performance. Under the VB banking mechanism, only a portion of a VB award declared in the financial year will be paid out while the rest of the VB award will be deferred and paid out in the subsequent years. The deferred VB award will be subjected to downside risks depending on future performance. This ensures alignment between remuneration and sustaining business performance in the longer-term. For the LTI award, it is subject to three to five years vesting schedule. The settlement value of the LTI award is linked to the value of MNACT units at the time of vesting.

Employees of the Manager are eligible to be considered for variable pay each year. Variable pay for all employees takes into account MNACT, the Manager and the individual's performance against agreed financial and non-financial objectives similar to that of the senior management. However, in execution, the PTB and VB are combined to form consolidated variable pay for the employees.

Over the last 5 financial years, the Manager has achieved outstanding results for MNACT by delivering strong returns to Unitholders, as measured by the performance of unit price, DPU growth and NPI growth. In recognition of this, a one-time discretionary bonus was declared to the employees of the Manager, which was over and above the regular variable pay. Similar to the existing variable pay scheme, the one-time discretionary bonus declared will be subjected to the VB banking mechanism and contains a deferred element.

The Manager will continue to be guided by the objective to deliver long term sustainable returns to Unitholders, and the remuneration of the senior management team will continue to be aligned with the goal of value creation for Unitholders. The performance will be measured over the next 5-year period, with an interim review at the end of the third year.

All fixed pay, variable incentives and allowances, including the one-time discretionary bonus are payable wholly in cash. All payments are entirely paid by the Manager and not an additional expense imposed on MNACT.

To assess the individual performance, a 5-point rating scale is used by the supervisors to provide an overall assessment of an employee's performance, and employees are required to perform a self-evaluation. The overall final rating is reconciled during each employee's performance appraisal.

The remuneration for the CEO in bands of S\$250,000, and a breakdown of the remuneration of the CEO and all of the key management personnel of the Manager in percentage terms, are provided in the remuneration table presented on page 87. At present, there are only 4 key management personnel of the Manager (including the CEO).

Remuneration Breakdown Bands for CEO and Key Management Personnel for FY18/19

Name of Director	Salary, Allowances and Statutory Contributions	Bonus ¹	Long-term Incentives ²	Benefits	Total
Above S\$2,000,000 to S\$2,250,000					
Ms. Cindy Chow Pei Pei	20%	50%	30%	N.M. ³	100%
Other Key Management Personnel					
Mr. Ng Wah Keong	31%	45%	24%	N.M. ³	100%
Ms. Sandra Cheng ⁴	31%	45%	24%	N.M. ³	100%
Mr. Ng Chern Shiong	44%	43%	13%	N.M. ³	100%

Notes:

- 1 The amounts disclosed are bonuses declared during the financial year including a one-time discretionary bonus awarded to the Manager for achieving outstanding performance for MNACT over the last 5 years. Similar to existing variable pay scheme, the one-time discretionary bonus declared is subject to banking mechanism and contains deferred element.
- 2 The amounts disclosed include the grant value of the LTI awards. The LTI award is a form of unit-linked incentive plan and represents conditional rights to receive a cash sum based on the achievement of MNACT's TSR targets and fulfilment of vesting period of up to five years.
- 3 Not meaningful.
- 4 Ms. Sandra Cheng is the General Manager of Festival Walk and is deemed a key management personnel who has responsibility for the management of Festival Walk, which is material to the performance of MNACT.

The total remuneration for the CEO and the key management personnel in FY18/19 was S\$4.39 million.

The Manager is cognisant of the requirements in the Code and the "Notice to All Holders of a Capital Markets Services Licence for Real Estate Investment Trust Management" to disclose: (a) the remuneration of its CEO and each individual Director on a named basis; (b) the remuneration of at least its top five key management personnel (who are neither Directors nor the CEO), on a named basis, in bands of S\$250,000; and (c) in aggregate the total remuneration paid to its top five key management personnel (who are not Directors or the CEO), and in the event of non-disclosure, the Manager is required to provide reasons for such non-disclosure. The Board had assessed and decided not to disclose (i) the remuneration of the CEO in exact quantum; (ii) the remuneration of at least its top five key management personnel (who are neither Directors nor the CEO), on a named basis, in bands of S\$250,000; and (iii) the aggregate remuneration paid to its top five key management personnel (who are not Directors or the CEO) as the Manager is of the view that remuneration details are commercially sensitive due to the confidential nature of remuneration matters and with keen competition for management staff in the REIT industry, such disclosure may result in talent retention issues.

Since the remuneration of the CEO and key management personnel of the Manager are not separately billed but paid by the Manager, the Manager is also of the view that the interest of the Unitholders would not be prejudiced as the indicative range of the CEO's remuneration, as well as the total remuneration for the CEO and key management personnel of the Manager, have been provided. Further, there are sufficient information

provided on the Manager's remuneration framework to enable the Unitholders to understand the link between the performance of MNACT and the remuneration paid to the CEO and key management personnel of the Manager.

There were no employees of the Manager who were immediate family members of a Director or the CEO of the Manager and whose remuneration exceeded S\$50,000 during FY18/19.

Quantitative Remuneration Disclosure under AIFMD

The Manager is required under the AIFMD to make quantitative disclosures of remuneration. Disclosures are provided in relation to (a) the staff of the Manager; (b) staff who are senior management; and (c) staff who have the ability to materially affect the risk profile of MNACT.

All individuals included in the aggregated figures disclosed are rewarded in line with the Manager's remuneration policies.

The aggregate amount of remuneration awarded by the Manager to its staff in respect of the Manager's financial year ended 31 March 2019 was S\$5.56 million. This figure comprised fixed pay of S\$1.97 million, variable pay of S\$3.44 million and Allowances/Benefits-in-kind of S\$0.15 million. There were a total of 15 beneficiaries of the remuneration described above.

In respect of the Manager's financial year ended 31 March 2019, the aggregate amount of remuneration awarded by the Manager to its senior management (who are also members of staff whose actions have a material impact on the risk profile of MNACT) was S\$4.08 million, comprising 5 individuals having considered, among others, their roles and decision making powers.

Corporate Governance Report

(C) ACCOUNTABILITY AND AUDIT

Accountability

Principle 10: Balanced and Understandable Assessment of the Company's Performance, Position and Prospects

Our Policy and Practices

The Board is responsible for providing a balanced and understandable assessment of MNACT's performance, position and prospects, including interim and other price sensitive public reports, and reports to regulators, if required.

The Manager adopts the principle that to build confidence among stakeholders, there is a need to deliver sustainable value.

The Manager complies with statutory and regulatory requirements and adopts best practices in the Group's business processes. The Manager also updates the Board on the Group's performance and its business and market outlook on a regular basis, so as to enable the Board to make a balanced and informed assessment of the Group's performance, financial position and prospects.

Risk Management and Internal Controls

Principle 11: Sound System of Risk Management and Internal Controls

Our Policy and Practices

The Manager adopts the principle that a sound system of internal controls and risk management is necessary for the Group's business.

The Manager, working with the Sponsor, has established internal control and risk management systems that address key operational, financial, compliance and information technology risks relevant to the Group's business and operating environment. These systems provide reasonable but not absolute assurance on the achievement of their intended internal control and risk management objectives.

The key elements of the Group's internal control and risk management systems are as follows:

Operating Structure

The Manager has a well-defined operating structure with clear lines of responsibility and delegated authority, as well as reporting mechanisms to senior management and the Board. This structure includes certain functions, such as Human Resources, Information Systems & Technology, Internal Audit, Legal and Risk Management, which are outsourced to the Sponsor. The Manager also conducts an annual review of such outsourced functions to ensure required performance standards are met.

Policies, Procedures and Practices

Controls are detailed in formal procedures and manuals. For example, the Board has approved a set of delegations of authority which sets out approval limits for investments and divestments, development, operational and capital expenditures and treasury activities. Approval sub-limits are also provided at various management levels to facilitate operational efficiency, as well as provide a system of checks and balances.

The Board's approval is required for material transactions undertaken by the Group, including the following:

- equity fund-raising;
- acquisition, development and disposal of properties above Board-prescribed limits;
- overall project budget variance and *ad hoc* development budget above Board-prescribed limits;
- debt fund-raising above Board-prescribed limits; and
- derivative contracts above Board-prescribed limits.

The Group's procedures and practices are regularly reviewed and revised where necessary to enhance controls and efficiency. The Group has implemented a Control Self-Assessment programme to reinforce risk awareness and compliance with internal controls within the Group, by fostering accountability, control and risk ownership.

The Internal Audit function, which is outsourced to the Sponsor, reviews the Group's compliance with the control procedures and policies established within the internal control and risk management systems. The Internal Audit function is also involved in the validation of the results from the Control Self-Assessment programme.

Whistle-blowing Policy

To reinforce a culture of good business ethics and governance, the Manager has a Whistle-blowing Policy to encourage the reporting, in good faith, of any suspected improper conduct, including possible financial irregularities, while protecting the whistle-blowers from reprisals. Any reporting concerning the Group or the Manager is notified to the AC Chairman of the Sponsor as well as the AC Chairman of the Manager for investigation and to the AC of the Manager on the findings.

For queries or to make a report, please write to reporting@mapletree.com.sg.

Risk Management

Risk management is an integral part of the Manager's business strategy. In order to safeguard and create value for Unitholders, the Manager proactively manages risks and embeds the risk management process into the Manager's planning and decision-making process.

The risk management function which is outsourced to the Sponsor's Risk Management Department oversees the Enterprise Risk Management ("ERM") framework. The Risk Management Department reports key risk exposures, portfolio risk profile and activities in respect of significant risk matters to the AC and the Board independently, on a quarterly basis.

The risk management system established by the Manager, which encompasses the ERM framework and the risk management process, is dynamic and evolves with the business. The Manager has identified key risks, assessed their likelihood and impact on MNACT's business, and established corresponding mitigating controls. The information is maintained in a risk register that is reviewed and updated regularly. The Risk Management Department works closely with the Manager to review and enhance the risk management system, with the guidance and direction of the AC and the Board.

The Manager's policies and procedures relating to risk management can be found on pages 72 to 74 of this Annual Report.

Information Technology Controls

As part of the Group's risk management process, information technology controls and cybersecurity measures have been put in place and are periodically reviewed to ensure that information technology risks any cybersecurity threats are identified and mitigated. In addition, as part of the Manager's business continuity plan, information technology disaster recovery planning and tests are conducted to ensure that critical information technology systems remain functional in a crisis situation.

An annual review of the information technology controls was conducted by the Sponsor's Internal Audit Department as part of the FY18/19 annual Control Self-Assessment programme. The audit findings were submitted to the AC and the Board for review and appropriate remedial actions were implemented as at 31 March 2019.

In addition, for FY18/19, independent third parties were engaged to perform a Cybersecurity Maturity Assessment which covered a review of the Group's IT policies and Standard Operating Procedures and a Vulnerability Assessment and Penetration Test to ensure that the appropriate information technology controls and cybersecurity measures were in place.

Financial Reporting

The Board is updated on a quarterly basis on the Group's financial performance. The Manager reports on significant variances in financial performance, in comparison with budgets and financial performance of corresponding periods in the preceding year and provides an updated full year forecast. In addition, the Board is provided with quarterly updates on key operational activities of the Group.

A management representation letter is provided to the AC and Board quarterly by the Manager in connection with the preparation of the Group's financial statements. The representation letter is supported by declarations made individually by the various Heads of Department. Compliance checklists on announcement of financial statements, which are required for submission to the SGX-ST, are reviewed and confirmed by the Chief Financial Officer ("CFO") of the Manager.

The Group's financial results are reported to Unitholders quarterly in accordance with the requirements of the SGX-ST, and since FY18/19, are prepared in accordance with Singapore Financial Reporting Standards (International). These results announcements provide analyses of significant variances in financial performance and commentary on the industry's competitive conditions in which the Group operates and any known factors or events that may affect the Group in the next reporting period and the next twelve months.

Detailed disclosure and analysis of the full-year financial performance of the Group can be found on pages 16 to 25 and pages 121 to 192 of this Annual Report.

Financial Management

As a financial and operational discipline, Management reviews on a monthly basis the performance of the MNACT portfolio properties.

The key financial risks which the Group is exposed to include interest rate risk, liquidity risk, currency risk and credit risk. Where appropriate, the Manager procures hedging transactions to be entered into so as to protect the Group against interest and/or currency rate fluctuations. In addition, the Manager proactively manages liquidity risk by ensuring that sufficient working capital lines and loan facilities are maintained for the Group. The Manager's capital management strategy can be found on pages 22 - 24 of this Annual Report. The Manager also has in place credit control procedures for managing tenant credit risk and monitoring of arrears collection.

Corporate Governance Report

Internal Audit

The internal audit function, which is outsourced to the Sponsor's Internal Audit Department, prepares a risk-based audit plan annually to review the adequacy and effectiveness of the Group's system of internal controls. This audit plan is approved, before execution, by the AC, which has oversight of the Internal Audit function. The Sponsor's Internal Audit Department is also involved during the year in conducting *ad hoc* audits and reviews that may be requested by the AC or Management on specific areas of concern, including validating the responses under the Manager's Control Self-Assessment programme. In doing so, the Sponsor's Internal Audit Department is able to obtain assurance that business objectives for the internal control processes under review are being achieved and key control mechanisms are in place.

Upon completion of each review, a formal report detailing the audit findings and the appropriate recommendations is issued to the AC. The Sponsor's Internal Audit Department monitors and reports on a quarterly basis the timely implementation of the action plans to Management and the AC.

The external auditors also provide an independent perspective on certain aspects of the internal financial controls system arising from their work and report their findings to the AC on an annual basis. The external auditors are also updated on the findings of the Manager's Control Self-Assessment programme.

Transaction Review Committee

The Sponsor has established a Transaction Review Committee comprising three independent directors of the Sponsor to: (a) resolve any potential conflict of interest that may arise between MNACT and the Mapletree China Opportunity Fund II (whose investment mandate includes investment properties in China) as well as any Future Greater China Commercial Private Fund¹ (whose investment mandate includes commercial properties in Greater China) concerning the process to be undertaken to acquire investment properties in Greater China; and (b) grant approval for the acquisition of any seed asset for a Future Greater China Commercial Private Fund. With regard to (a), the Transaction Review Committee process will not apply if the proposed acquisition is by way of a tender, auction or other form of competitive process.

Interested Person Transactions

All interested person transactions are undertaken on normal commercial terms and the AC regularly reviews all interested person transactions to ensure compliance with the internal control system, as well as with relevant provisions of the Listing

Manual and the Property Funds Appendix. In addition, the Trustee has the right to review such transactions to ascertain that the Property Funds Appendix has been complied with.

The following procedures are also undertaken:

- transactions (either individually or as part of a series or if aggregated with other transactions involving the same interested person during the same financial year) equal to or exceeding S\$100,000 in value but below 3.0% of the value of the Group's net tangible assets will be subject to review by the AC at regular intervals;
- transactions (either individually or as part of a series or if aggregated with other transactions involving the same interested person during the same financial year) equal to or exceeding 3.0% but below 5.0% of the value of the Group's net tangible assets will be subject to the review and prior approval of the AC. Such approval shall only be given if the transactions are on normal commercial terms and are consistent with similar types of transactions made by the Trustee with third parties which are unrelated to the Manager; and
- transactions (either individually or as part of a series or if aggregated with other transactions involving the same interested person during the same financial year) equal to or exceeding 5.0% of the value of the Group's net tangible assets will be reviewed and approved prior to such transactions being entered into, on the basis described in the preceding paragraph, by the AC which may, as it deems fit, request advice on the transaction from independent sources or advisers, including the obtaining of valuations from independent professional valuers. Further, under the Listing Manual and the Property Funds Appendix, such transactions would have to be approved by the Unitholders at a meeting of the Unitholders.

The interested person transactions undertaken by the Group in FY18/19 are set out on page 195 of this Annual Report. For the purpose of the disclosures, the full contract sum is taken as the value of the transaction where the interested person transaction has a fixed term and contract value, while the annual amount incurred and/or accrued is taken as the value of the transaction where an interested person transaction has an indefinite term or where the contract sum is not specified.

¹ Any private funds or follow-on private funds set up or managed by the Sponsor with an investment mandate for commercial properties in Greater China, as described in page 201 of the Prospectus dated 27 February 2013.

Dealing in MNACT units

The Manager adopts the best practices on dealings in securities as set out in the Listing Manual. All Directors are required to disclose their interests in MNACT and are also provided with disclosures of interests by other Directors, as well as reminders on trading restrictions.

On trading in MNACT units, the Directors and employees of the Manager are reminded not to deal in MNACT units on short-term considerations and are prohibited from dealing in MNACT units:

- in the period commencing one month before the public announcement of the Group's annual results;
- in the period commencing two weeks before the public announcement of the Group's quarterly and semi-annual results; and
- at any time whilst in possession of price-sensitive information.

Each Director is required to notify the Manager of his or her acquisition of MNACT units or of changes in the number of MNACT units which he or she holds or in which he or she has an interest, within two business days of such acquisition or change of interest. In addition, employees of the Manager and the Sponsor are to give pre-trading notifications before any dealing in MNACT units.

Role of the Board and AC

The Board recognises the importance of maintaining a sound internal control and risk management system to safeguard the assets of the Group and Unitholders' interests, through a framework that enables risks to be assessed and managed.

The AC provides oversight of the financial reporting risks, accounting policies and the adequacy and effectiveness of the Group's internal control and risk management systems, as well as its compliance processes.

The Board and the AC also take into account the results from the Control Self-Assessment programme, which requires various departments to review and report on compliance with key control processes. As part of the CSA programme, the Internal Audit function performs a validation of management's self-assessment responses on a sampling basis, after which the validated self-assessment results are reported to the AC and Board.

It should be recognised that all internal control and risk management systems contain inherent limitations and, accordingly, the internal control and risk management systems can only provide reasonable but not absolute assurance.

The Board has received written assurance from the CEO and the CFO that: (a) the Group's financial records have been properly maintained and the Group's financial statements give a true and fair view of the Group's operations and finances; and (b) the Group's internal control and risk management systems are effective.

Opinion on Internal Controls

Based on the internal control and risk management systems established and maintained by the Manager, work performed by the Internal Audit and Risk Management Departments, as well as by the external auditors and reviews performed by Management and the above-mentioned assurance's from the CEO and the CFO, the Board, with the concurrence of the AC, is of the opinion that the Group's internal control and risk management systems, addressing key financial, operational, compliance, information technology and risk management objectives and which the Group considers relevant and material to its operations, were adequate and effective to meet the needs of the Group as at 31 March 2019.

Audit and Risk Committee

Principle 12: The Board should establish an Audit Committee ("AC") with written terms of reference which clearly set out its authority and duties.

Our Policy and Practices

The Board is supported by the AC which provides additional oversight of financial risks and audit matters, so as to maximise the effectiveness of the Board and foster active participation and contribution.

The Manager adopts the principle that the AC shall have at least three members, all of whom must be non-executive and the majority of whom, including the AC chairman, must be independent.

The AC consists of three members, all of whom are independent and are appropriately qualified to discharge their responsibilities. They are:

- Mr. Kevin Kwok, Chairman;
- Mr. Michael Kok Pak Kuan, Member; and
- Mr. Lawrence Wong Liang Ying, Member.

None of the AC members are a partner or director of the incumbent external auditors, PricewaterhouseCoopers International Limited ("PwC"), within the previous 12 months, nor does any of the AC members have any financial interest in PwC.

The AC has written terms of reference setting out its scope and

Corporate Governance Report

authority, which include:

- examination of interested person transactions;
- review and approval of the scope of internal audit activities;
- review of audit findings of internal and external auditors, as well as management responses to them and the implementation of remedial actions to address such findings;
- evaluation of the nature and extent of non-audit services performed by external auditors. In this regard, for FY18/19, S\$312,000 was paid/payable to the member firms of PwC for audit services for the Group, and S\$182,000 was paid to the network of member firms of PwC for non-audit services as the independent reporting auditor relating to the acquisition of the Japan Properties. The AC has undertaken a review of all non-audit services provided by PwC and is of the opinion that such non-audit services would not affect the independence of PwC as the external auditors;
- review of the quality and reliability of information prepared for inclusion in financial reports;
- authority to investigate any matters within its terms of reference, full access to and co-operation by Management and full discretion to invite any Director or executive officer to attend its meetings, and reasonable resources to enable it to discharge its functions properly;
- recommendation to the Board on the appointment and re-appointment of external auditors; and
- approval of the remuneration and terms of engagement of external auditors.

In addition, the AC also:

- meets at least once a year with the external and internal auditors, without the presence of Management, to review and discuss the financial reporting process, system of internal controls (including financial, operational, compliance and information technology controls) and significant concerns, audit comments and recommendations;
- reviews and, if required, investigates the matters reported via the whistle-blowing mechanism, by which staff may, in confidence, raise concerns about suspected improprieties including financial irregularities. The objective of the whistle-blowing mechanism is to ensure that arrangements are in place for independent investigations of any reported matters and reviews of such investigations, to ensure appropriate follow-up actions are taken; and
- discusses during the AC meetings any changes to accounting standards and issues which have a direct impact on the financial statements.

In the review of the financial statements, the AC has discussed with Management the accounting standards and reporting framework that were applied and their judgment of items that might affect the fairness of the financial statements and

also considered the clarity of key disclosures in the financial statements. The AC reviewed, amongst other matters, the key audit matter as reported by the external auditors for the financial year ended 31 March 2019 as follows:

Significant matter	How the AC reviewed this matter and what decisions were made
Valuation of investment properties	<p>The AC considered the objectivity, independence and expertise of the external valuers engaged by the Manager.</p> <p>The AC has reviewed and approved the appointment of the valuation experts, that possess the relevant credentials and knowledge of valuation of investment properties. The AC also ensures that the external valuers do not value the same property for more than two consecutive financial years in compliance with the Code on Collective Investment Schemes ("CCIS").</p> <p>The AC has discussed the details of the valuation with Management, including the evaluation of the key assumptions used by the external valuers in the valuation methodologies.</p> <p>The AC considered the work performed by the external auditors, who have involved their internal specialists, on their assessment of the appropriateness of the valuation methodologies and the reasonableness of the underlying assumptions as well as the estimates and underlying data adopted by the external valuers.</p> <p>The AC is satisfied with the valuation approach, the key assumptions used in the valuation methodologies, and the valuation of the investment properties as adopted and disclosed in the financial statements. In doing so, the AC has also considered the appropriateness of the disclosures in the financial statements.</p> <p>No other significant matter came to the attention of the AC during the course of their review.</p>

A total of five AC meetings were held in FY18/19.

The Manager, on behalf of the Group, confirms that the Group has complied with Rules 712 and 715 of the Listing Manual in relation to the Group's auditing firm.

Internal Audit

Principle 13: Independent Internal Audit Function

Our Policy and Practices

The Manager adopts the principle that a robust system of internal audits is required to safeguard Unitholders' interests, the Group's assets, and to manage risks. Apart from the AC, other Board committees may be set up from time to time to address specific issues or risks.

The internal audit function of the Group is outsourced to the Sponsor's Internal Audit Department and the Head of Internal Audit reports directly to the Chairman of the AC of both the Manager and the Sponsor.

The AC is consulted and provides feedback to the AC of the Sponsor in the hiring, removal, and evaluation of the Head of Internal Audit. The Sponsor's Internal Audit Department and the Head of Internal Audit have unfettered access to all of the Group's documents, records, properties and personnel, including access to the AC.

The role of the Sponsor's Internal Audit Department is to conduct internal audit work in consultation with, but independently of Management. Its annual audit plan are submitted to the AC for approval and audit findings are submitted to the AC on a periodic basis. The AC also meets with the Head of Internal Audit at least once a year without the presence of Management.

The Sponsor's Internal Audit Department is a member of the Singapore branch of the Institute of Internal Auditors Inc. (the "IIA"), which has its headquarters in the USA. The Sponsor's Internal Audit Department subscribes to, and is in conformance with, the International Standards for the Professional Practice of Internal Auditing developed by the IIA (the "IIA Standards") and has incorporated these standards into its audit practices.

The IIA Standards cover requirements on:

- independence and objectivity;
- proficiency and due professional care;
- managing the internal audit activity;
- engagement planning;
- performing engagement;
- communicating results; and
- monitoring progress.

The Sponsor's Internal Audit Department employees involved in information technology audits are Certified Information System Auditors and members of the Information System Audit and Control Association (the "ISACA") in the USA. The ISACA Information System Auditing Standards provide guidance on the standards and procedures to apply in information technology audits.

To ensure that the internal audits are performed by competent professionals, the Sponsor's Internal Audit Department recruits and employs qualified employees. In order that their technical knowledge remains current and relevant, the Sponsor's Internal Audit Department identifies and provides training and development opportunities to the employees.

In compliance with the IIA Standards, an external quality assessment review ("QAR") of the Sponsor's Internal Audit Department is conducted at least once every five years by a qualified, independent reviewer. In December 2018, an external QAR of Sponsor's Internal Audit Department was completed (following the previous QAR completed in 2013). The external QAR reviewer had concluded that the Sponsor's Internal Audit Department was in conformance with the IIA Standards.

For FY18/19, the AC is of the opinion that the internal audit function is independent, effective and adequately resourced.

(D) UNITHOLDER RIGHTS AND RESPONSIBILITIES

Unitholder Rights

Principle 14: Fair and Equitable Treatment of all Unitholders

Communication with Unitholders

Principle 15: Regular, Effective and Fair Communication with Unitholders

Conduct of Unitholder Meetings

Principle 16: Greater Unitholder Participation at Annual General Meetings

Our Policy and Practices

The Manager adopts the principle that all Unitholders should be treated fairly and equitably and their ownership rights arising from their unitholdings should be recognised.

To this end, the Manager issues via SGXNET announcements and press releases on the Group's latest corporate developments on an immediate basis where required by the Listing Manual. Where immediate disclosure is not practicable, the relevant announcement is made as soon as possible to ensure that all stakeholders and the public have equal access to the information.

Corporate Governance Report

All Unitholders can access the electronic copy of the Annual Report which is published via SGXNET as well as MNACT's website. All Unitholders will receive a booklet containing key highlights of MNACT, instructions on accessing the Annual Report online with the option of receiving a printed version of the Annual Report, a notice of annual general meeting and a proxy form with instructions on the appointment of proxies. The notice of annual general meeting for each annual general meeting is also published via SGXNET and advertised in the press. An annual general meeting is held once a year to provide a platform for Unitholders to interact with the Board and Management, in particular the Chairman of the Board, the Chairman of the AC, the CEO and the CFO. The external auditors are also present to address Unitholders' queries about the audit and the financial statements of the Group. A record of the Directors' attendance at the annual general meeting can be found in the records of their attendance of meetings set out at page 79 of this Annual Report.

Similarly, where a general meeting is convened, all Unitholders are entitled to receive a circular enclosing a proxy form with instructions on the appointment of proxies. Prior to voting at an annual general meeting or any other general meeting, the voting procedures will be made known to the Unitholders to facilitate them in exercising their votes.

To safeguard Unitholders' interests and rights, a separate resolution is proposed for each substantially separate issue at an annual general meeting. Each resolution proposed at an annual general meeting and any other general meeting will be voted on by way of electronic polling. An independent scrutineer is also appointed to validate the vote tabulation and procedures. The Manager will announce the results of the votes cast for and against each resolution and the respective percentages and prepare minutes of such meetings. To keep the Board abreast of market perception and concerns, the Investor Relations Department provides regular updates on analyst consensus estimates and views.

Minutes of the general meeting recording the substantive and relevant comments made and questions raised by Unitholders are taken and are available to Unitholders for their inspection upon request. Minutes of the annual general meeting are also available on MNACT's website at www.mapletreenorthasiacommercialtrust.com.

The Manager has an Investor Relations Department which works with the Legal and Corporate Secretariat Department of the Sponsor to ensure the Group's compliance with the legal and regulatory requirements applicable to listed REITs, as well as to incorporate best practices in its investor relations programme.

The Manager regularly communicates major developments in the Group's businesses and operations to Unitholders, analysts and the media through the issuance of announcements and press releases. In addition, all announcements and press releases are first made on SGXNET and subsequently on MNACT's website.

Investors can subscribe to email alerts of all announcements and press releases issued by MNACT through its website. "Live" webcast of analyst briefings are conducted, where practicable.

The Manager also communicates with MNACT's investors on a regular basis through group/individual meetings with investors, investor conferences and non-deal roadshows. The Manager's CEO and CFO are present at briefings and communication sessions to answer questions from investors. More information on the Manager's investor relations with Unitholders can be found in the Investor Relations section on pages 75 to 77 of this Annual Report.

MNACT's distribution policy is to distribute at least 90% of its distributable income and such distributions were paid on a quarterly basis from FY18/19.