

September 1, 2017

For Immediate Release

Real Estate Investment Trust Securities Issuer  
Star Asia Investment Corporation  
Representative: Atsushi Kato, Executive Officer

(Code: 3468)

Asset Management Company  
Star Asia Investment Management Co., Ltd.  
Representative: Atsushi Kato  
President and CEO  
Contact: Toru Sugihara  
Director and CFO  
TEL: +81-3-5425-1340

### Notice Concerning Conclusion of Memorandum on the Change of Sponsor Support Agreement

Star Asia Investment Corporation (SAR) and Star Asia Investment Management Co., Ltd. (the Asset Manager) announced today that they concluded a memorandum on the change of the sponsor support agreement (including the changes made afterwards, the Sponsor Support Agreement) concluded with Star Asia Management Limited (the Sponsor) as of January 14, 2016, as described below.

#### 1. Functional expansion related to real estate investment in the sponsor group

The Sponsor Group acquired the shares of Star Asia Asset Advisors Co., Ltd. (SAAA) through Star Asia Group LLC as of today and accepted it as a member of the Group with an aim to expand functions related to real estate investments in Japan. SAAA is scheduled to perform the following functions in the sponsor group.

1. Asset management function of SPCs (investment vehicles) owning investment properties Sponsor funds.  
The Sponsor Group continues to conduct special investment and SAAA has been entrusted with management and operation business related to investment properties, however, SAAA will aim to enhance functions through personnel dispatched from the Sponsor Group and shall conduct management and operation in the future.
2. Asset management functions related to warehousing functions for SAR provided by the sponsor group  
Provision of warehousing functions by the Sponsor Group is stipulated in the Sponsor Support Agreement, and SAAA is scheduled to also conduct management and operation of properties related to warehousing.
3. Sponsor Group research functions on investment targets including the provision of information to the Asset Manager  
Provision of sales information of properties owned by third parties that can be considered investment targets of SAR is stipulated in the Sponsor Support Agreement and information obtained by SAAA is scheduled to be provided to the Asset Manager excluding certain cases.

As mentioned above, it is considered that the Sponsor Group's real estate management and operation functions will be enhanced and the support system for SAR and the Asset Manager will be strengthened by accepting SAAA as a member of the Sponsor Group.

#### 2. Content of the memorandum on the change of sponsor support agreement

Under "1. Functional expansion related to real estate investment in the sponsor group," SAR and the Asset Manager expect to gain support from SAAA by recognizing and positioning it as a member of the Sponsor Group in the Sponsor Support Agreement, and have reached an agreement to change the Sponsor Support Agreement as a result of negotiation with the Sponsor.

<Definition of sponsor group after the change>

- (i) Sponsor (Star Asia Management Limited)
- (ii) Star Asia Management Japan Ltd.
- (iii) Star Asia Asset Management LLC
- (iv) Star Asia Group LLC
- (v) Star Asia Asset Advisors, Co. Ltd.
- (vi) Malcolm F. MacLean
- (vii) Taro Masuyama
- (viii) Investment vehicles in Japan that are the investment destination of funds (excluding minority investments) for which Malcolm F. MacLean IV and Taro Masuyama make investment decisions (a) that are located in Japan and own or acquire investment assets such as real estate or (b) that own or acquire investment units of SAR, and companies belonging to Sponsor Group, etc. (including individuals).

3. Overview of Star Asia Asset Advisors Co., Ltd. (as of September 1, 2017)

Name	Star Asia Asset Advisors Co., Ltd. (formerly Will Seeds Co. Ltd.)
Location	Shin-Kodenmachi Building 9F, 2-8 Nihonbashi-Kodenmachi, Chuo-ku, Tokyo
Representative	CEO Keiji Watanabe
Main business description:	1. Financial instruments business (Type II financial instruments business, investment advisory and agent) 2. Building lots and buildings transaction 3. Real estate management and operation
Capital	10 million yen
Established	May 2, 2008
Relationship with SAR or the Asset Manager	
Capital relationship	There is no direct capital relationship but the company is a subsidiary of the parent company of the Asset Manager
Personnel relationship	Eita Sugawara, a part-time auditor of the Asset Manager, has assumed the position of director of Star Asia Asset Advisors Co., Ltd. as of today.
Business relationship	There is no business relationship to report.
Related party or no	The company does not fall under the category of interested person, etc. as provided in the Investment Trusts Act, but falls under the category of interested party prescribed in the "Rules on Transactions with Interested Parties," which are the voluntary rules set forth by the Asset Manager for preventing conflict of interests regarding its management of SAR's assets. Upon determination of transactions, the Asset Manager will perform deliberation and resolution in accordance with the voluntary rules.

#### 4. Other

Content of change in rules concerning compliance and interested party, etc.

The definition of “interested party” stipulated in the “Rules on Transactions with Interested Parties,” which is an internal rule of the Asset Manager, is scheduled to be changed as follows.

<Definition of interest party after the change>

- (1) The Interested Parties of the Asset Manager as stipulated in Article 201, Paragraph 1 of the Act on Investment Trusts and Investment Corporations
- (2) The shareholders and officers of the Asset Manager
- (3) Special purpose company, etc. (SPC) which executes an investment management agreement with the shareholders of the Asset Manager
- (4) SPCs in which majority of investment is made by the Asset Manager and the shareholders of the Asset Manager
- (5) Star Asia Management Limited, Star Asia Asset Management LLC, Star Asia Management Japan Limited, Star Asia Group LLC, Star Asia Asset Advisors Co., Ltd., Malcolm F. MacLean IV, Taro Masuyama and investment vehicles in Japan that are the investment destination of funds (excluding minority investments) for which Malcolm F. MacLean IV and Taro Masuyama make investment decisions (a) that are in Japan and own or acquire investment assets such as real estate or (b) that own or acquire investment units of SAR.

Furthermore, required procedures such as notification etc. of the above change will be conducted in accordance with the provisions of the Financial Instruments and Exchange Act, Building Lots and Buildings Transaction Business Act and other applicable laws and regulations.

\* Star Asia Investment Corporation website address: <http://starasia-reit.com/en/>