

LP6

Limited Partnerships Act 1907

Statement specifying the nature of a change in the limited partnership

Pursuant to section 9 of the Limited Partnerships Act 1907

Registration No. LP019099

Name of firm BREP ASIA II SYDNEY OFFICE UK HOLDING NQ L.P. (the "Partnership")

The changes specified below have been made or have occurred in this limited partnership:

(Please see notes page 3)

a. Firm name Nil	Previous name Nil	New name Nil	
b. Principal place of business Nil	Previous place of business Nil	New place of business Nil	
c. Change in partners or the name of any partner (see note 2) In the case of an authorised partnership, only state any change in the general partner or in the name of the general partner See attached schedule			
d. The liability of any partner by reason of the partner becoming a limited instead of a general partner or a general instead of a limited partner Nil			
e. General nature of the business (not applicable to a private fund limited partnership) See attached schedule	Business previously carried on See attached schedule	Business now carried on See attached schedule	
f. Term or character of the partnership (see note 2) (not applicable to a private fund limited partnership) Where the change in character is authorisation as an authorised partnership, or the revocation of such authorisation, give the date and the number of the authorisation order	Change in character See attached schedule	Previous term See attached schedule	New term See attached schedule

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g. The sum contributed by any limited partner (see note 3) (not applicable to an authorised partnership) See attached schedule
Statement of increase in capital contributions to a limited partnership (which is not an authorised partnership or a private fund limited partnership)

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Name of limited partner	Increase or additional sum now contributed (if otherwise than in cash, that fact, with particulars, must be stated)	Total amount contributed (if otherwise than in cash, that fact, with particulars, must be stated)
See attached schedule	See attached schedule	See attached schedule

Signature of firm 

For and on behalf of Blackstone Real Estate Supervisory UK Asia II NQ Limited, acting in its capacity as managing member of Blackstone UK Real Estate Partners Supervisory GP Asia II NQ LLP.

Presented by: Simpson Thacher & Bartlett LLP
CityPoint, One Ropemaker Street
London, England EC2Y 9HU

Presenter's reference: 010396-2148

Schedule to Form LP6 for BREP ASIA II SYDNEY OFFICE UK HOLDING NQ L.P. (the "Partnership")

c. Change in the partners or the name of any partner

Blackstone Real Estate UK Limited transferred 100% of its interest in the Partnership, including 100% of its capital contribution amounting to US\$10, to Blackstone Real Estate Partners Capital GP Asia NQ II LLP, an existing general partner of the Partnership, and, consequently, Blackstone Real Estate UK Limited ceased to be a limited partner of the Partnership.

The following persons have been admitted to the Partnership as new limited partners on 24 January 2018 together, the "New Limited Partners":

- 8626413 CANADA INC.
- ASSET HOLDINGS LTD.
- AUGUSTANA COLLEGE
- BLACKSTONE FAMILY REAL ESTATE PARTNERSHIP (OFFSHORE) VIII-SMD L.P.
- BLACKSTONE FAMILY REAL ESTATE PARTNERSHIP ASIA II-SMD L.P.
- BLACKSTONE REAL ESTATE HOLDINGS (OFFSHORE) VIII-NQ-ESC L.P.
- BLACKSTONE REAL ESTATE HOLDINGS ASIA II-ESC L.P.
- BLACKSTONE REAL ESTATE PARTNERS (OFFSHORE) VIII.F-NQ L.P.
- BLACKSTONE REAL ESTATE PARTNERS (OFFSHORE) VIII.TE.1-NQ L.P.
- BLACKSTONE REAL ESTATE PARTNERS (OFFSHORE) VIII.TE.2-NQ L.P.
- BLACKSTONE REAL ESTATE PARTNERS (OFFSHORE) VIII-NQ L.P.
- BLACKSTONE REAL ESTATE PARTNERS ASIA II (LUX) SCSP
- BRCAP INVESTMENT FUND, LP
- BREP ASIA II FEEDER B L.P.
- BREP ASIA II FEEDER L.P.
- BREP VIII SBS HOLDINGS L.L.C.
- BTAS NQ HOLDINGS L.L.C.
- CADIM FONDS INC.
- CALCAIRE LIMITED
- CHARLES, FREDERIC & CO., AS NOMINEE FOR THE BANK OF NEW YORK MELLON AS CUSTODIAN F/B/O BREP ASIA II ASP FUND
- CORE INVESTMENTS LTD.
- CORNERSTONE CAPITAL, INC.
- DAVID E.I. PYOTT TRUST
- DOM HOLDINGS LTD.
- DOUGLAS J. KAHN 2008 FAMILY TRUST
- ELLIOTT SUMERS
- GRACIE PARTNERS, LLC
- GREENFIELDS CAPITAL LIMITED
- GSI GLOBAL SHIPPING INC.
- HIGHMARK LIMITED, IN RESPECT OF ITS SEGREGATED ACCOUNT HIGHMARK REAL ESTATE 3
- ILLINOIS MUNICIPAL RETIREMENT FUND
- ISAAC KIER REVOCABLE TRUST
- JAMES F. FLAHERTY AND MARY H. FLAHERTY AS TRUSTEES OF THE FLAHERTY TRUST
- JLR PARTNERS III, LLC
- JMAD INVESTMENTS LLC
- JOE L ROBY
- JONATHAN H. GRENZKE AS TRUSTEE OF JONATHAN H. GRENZKE TRUST
- KEARNEY INVESTORS LLC
- KUWAIT INVESTMENT AUTHORITY
- LEPTON FUND LTD.
- M8 ASIA ACCESS LP
- MACRO CONTINENTAL, INC.

This form is also to be used to notify changes in a limited partnership which is a partnership scheme (within the meaning given by section 235A(5) of the Financial Services and Markets Act 2000) for which an authorisation order has been made under section 261D of that Act or a limited partnership which has been authorised under Regulation (EU) No 2015/760 of the European Parliament and of the Council of 29th April 2015 on European Long-term Investment Funds ("an authorised partnership"). The requirement to notify changes in partnerships under section 9 of the Limited Partnerships Act 1907 has been modified for authorised partnerships by regulation 16(6) of the Collective Investment in Transferable Securities (Contractual Scheme) Regulations 2013 and by regulation 9 of the European Long-term Investment Funds Regulations 2015.

NOTES

1. Changes brought about by death, by transfer of interests, by increase in the number of partners, or by change of name of any partner, must be notified here. In the case of an authorised partnership, any change in the general partner or in the name of the general partner must be notified here (no change in the limited partners or in the name of a limited partner is required to be notified).
2. If there is, or was, no definite term, then state against 'previous term' the conditions under which the partnership was constituted and against any 'new term' the conditions under which it is now constituted. In the case of an authorised partnership, notify here the making or revocation of the authorisation order by the Financial Conduct Authority (include the authorisation order).
3. Any variation in the sum contributed by any limited partner must be stated in section g. A statement of any increase in the amount of the partnership capital, whether arising from increase of contributions, or from introduction of fresh partners must also be stated here. In the case of an authorised partnership, or a partnership which has been designated as a private fund limited partnership, no change in the sum contributed by a limited partner is required to be notified (except as mentioned below).

In the case of a private fund limited partnership that was registered as a limited partnership before 6 April 2017, you should show any withdrawal by a limited partner of the partner's contribution which has the effect that the amount of the partner's contribution is less than it was on the date on which the limited partnership was designated as a private fund limited partnership.

4. Each change must be entered in the proper section a., b., c., d., e., f. and g. as the case may be. Provision is made in this form for notifying all the changes required by the Act to be notified, but it will frequently happen that only one change has to be notified. In any such case, the word 'Nil' should be inserted in the other sections. Sections e and f do not apply (and section g applies only in limited circumstances) to a limited partnership which has been designated as a private fund limited partnership.

The statement must be signed at the end by the firm, and sent by post or delivered to the Registrar of Companies for registration within seven days of the changes taking place.

Please be aware that all information on this form will be available on the public record.

Business now carried on

To carry on the business of serving, directly or indirectly, (i) a holding vehicle for the BREP VIII AIV Limited Partners and (ii) a BREP Asia Alternative Vehicle for the BREP Asia Limited Partners, in each case with respect to the Partnership's direct and/or indirect (through subsidiaries or otherwise) investment in certain commercial property assets in Australia and any other investments as determined by Blackstone UK Real Estate Partners Supervisory GP Asia NQ II LLP from time to time in accordance with the deed of limited partnership constituting the Partnership dated 24 January 2018 (as amended and/or restated from time to time) (the "**Partnership Agreement**") and that are otherwise permissible investments under each of the BREP Asia Partnership Agreement and BREP VIII Partnership Agreements, including, in each case, any follow-on investments related thereto and to conduct any activities ancillary thereto.

f. Term or character of the partnership

Previous term

Fifteen years from the date of registration of the Partnership as a limited partnership under the Act unless sooner terminated in accordance with the provisions of the limited partnership deed of the Partnership.

New term

The earlier of the expiration of the terms of Blackstone Real Estate Partners Asia II L.P. and its parallel funds and/or Blackstone Real Estate Partners VIII L.P. and its parallel funds unless sooner terminated in accordance with the provisions of the Partnership Agreement.

- MANBRO R.E. V, LLC
- MF REAL ASSETS LLC
- MINNESOTA STATE BOARD OF INVESTMENT
- MIRIAM & PETER HAAS INVESTMENTS LP
- MIRIAM L. HAAS TRUSTEE OF THE MLH TRUST
- MISSOURI EDUCATION PENSION TRUST
- MPM INVESTMENTS LLC
- NABIL GEORGE KANAZEH
- NEW YORK STATE TEACHERS' RETIREMENT SYSTEM
- PLATYKO PARTNERS LP
- PORTFOLIO ADVISORS REAL ESTATE FUND VI, L.P.
- PPD INVESTMENTS L.L.C.
- PRIVATE EQUITY PREMIUM OFFERING 2017 – BREP ASIA II LTD. AS GENERAL PARTNER OF PRIVATE EQUITY PREMIUM OFFERING 2017 – BREP ASIA II L.P.
- PUBLIC EMPLOYEES' RETIREMENT ASSOCIATION OF COLORADO
- RAINDROPS CAPITAL LIMITED
- RANDOLPH STREET VENTURES, L.P. - 2017-36
- RICHARD C. SCHWARTZ
- SAN FRANCISCO CITY & COUNTY EMPLOYEES' RETIREMENT SYSTEM
- SEI PRIVATE TRUST COMPANY FBO VATERA INVESTMENT PARTNERS LLC STRATEGY 6
- SERENA LIMITED AS GENERAL PARTNER OF MOUSSEARENA, L.P. AS SOLE PARTICIPATING PARTNER OF MOUSSEDRAGON, L.P.
- SHINHAN ASIA LIMITED
- SHINHAN BANK CO., LTD.
- SNOWBALL CAPITAL HOLDINGS LIMITED
- SOJECCI II LTÉE
- SOUTH DAKOTA INVESTMENT COUNCIL ON BEHALF OF THE SOUTH DAKOTA RETIREMENT SYSTEM
- STATE OF SOUTH DAKOTA - EDUCATION ENHANCEMENT TRUST FUND
- STATE OF SOUTH DAKOTA - HEALTH CARE TRUST FUND
- STATE OF SOUTH DAKOTA-DAKOTA CEMENT TRUST FUND (TRUST FUND CREATED UNDER ART. XIII, SECTION 20 OF THE SOUTH DAKOTA CONSTITUTION)
- STATE OF SOUTH DAKOTA-SCHOOL & PUBLIC LANDS TRUST FUND (TRUST CREATED UNDER ART. VIII, SECTION 2&7 OF THE SOUTH DAKOTA CONSTITUTION)
- TARGET INVESTMENTS LTD.
- TEACHERS' RETIREMENT SYSTEM OF THE STATE OF ILLINOIS
- TEXAS EDUCATION AGENCY
- TEXAS TREASURY SAFEKEEPING TRUST COMPANY
- THE NORINCHUKIN BANK
- THE ROCKEFELLER UNIVERSITY
- TINDY FOREIGN, INC.
- TRUSTON GLOBAL REAL ESTATE QUALIFIED INVESTMENT TYPE PRIVATE INVESTMENT TRUST NO. 1
- VALENCIA HOLDINGS LTD.
- VFF INVESTMENTS III LLC
- VIRGINIA RETIREMENT SYSTEM
- WOORI BANK
- WOORI GLOBAL MARKETS ASIA LIMITED
- WORLDSTAR LIMITED

e. General nature of the business

Business previously carried on

Seeking and exploiting general commercial opportunities with the principal objective of generating profit.

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g. The sum contributed by any limited partner

Blackstone Real Estate UK Limited has transferred 100% of its interest in the Partnership, including 100% of its capital contribution amounting to US\$10, to Blackstone Real Estate Partners Capital GP Asia II NQ LLP, an existing general partner of the Partnership and, consequently, Blackstone Real Estate UK Limited has ceased to be a limited partner in the Partnership.

The New Limited Partners have made capital contributions as set out in section h below.

h. Statement of increase in capital contributions to a limited partnership

Name of Limited Partners	Increase or additional sum now contributed (if otherwise than in cash, that fact, with particulars, must be stated) (in US\$)	Total amount contributed (if otherwise than in cash, that fact, with particulars, must be stated) (in US\$)
8626413 CANADA INC.	0.10	0.10
ASSET HOLDINGS LTD.	0.10	0.10
AUGUSTANA COLLEGE	0.10	0.10
BLACKSTONE FAMILY REAL ESTATE PARTNERSHIP (OFFSHORE) VIII-SMD L.P.	0.10	0.10
BLACKSTONE FAMILY REAL ESTATE PARTNERSHIP ASIA II-SMD L.P.	0.10	0.10
BLACKSTONE REAL ESTATE HOLDINGS (OFFSHORE) VIII-NQ-ESC L.P.	0.10	0.10
BLACKSTONE REAL ESTATE HOLDINGS ASIA II-ESC L.P.	0.10	0.10
BLACKSTONE REAL ESTATE PARTNERS (OFFSHORE) VIII.F-NQ L.P.	0.10	0.10
BLACKSTONE REAL ESTATE PARTNERS (OFFSHORE) VIII.TE.1-NQ L.P.	0.10	0.10
BLACKSTONE REAL ESTATE PARTNERS (OFFSHORE) VIII.TE.2-NQ L.P.	0.10	0.10
BLACKSTONE REAL ESTATE PARTNERS (OFFSHORE) VIII-NQ L.P.	0.10	0.10
BLACKSTONE REAL ESTATE PARTNERS ASIA II (LUX) SCSP	0.10	0.10
BRCAP INVESTMENT FUND, LP	0.10	0.10
BREP ASIA II FEEDER B L.P.	0.10	0.10
BREP ASIA II FEEDER L.P.	0.10	0.10

BREP VIII SBS HOLDINGS L.L.C.	/	0.10	0.10
BTAS NQ HOLDINGS L.L.C.	/	0.10	0.10
CADIM FONDS INC.	/	0.10	0.10
CALCAIRE LIMITED	/	0.10	0.10
CHARLES, FREDERIC & CO., AS NOMINEE FOR THE BANK OF NEW YORK MELLON AS CUSTODIAN F/B/O BREP ASIA II ASP FUND	/	0.10	0.10
CORE INVESTMENTS LTD.	/	0.10	0.10
CORNERSTONE CAPITAL, INC.	/	0.10	0.10
DAVID E.I. PYOTT TRUST	/	0.10	0.10
DOM HOLDINGS LTD.	/	0.10	0.10
DOUGLAS J. KAHN 2008 FAMILY TRUST	/	0.10	0.10
ELLIOTT SUMERS	/	0.10	0.10
GRACIE PARTNERS, LLC	/	0.10	0.10
GREENFIELDS CAPITAL LIMITED	/	0.10	0.10
GSI GLOBAL SHIPPING INC.	/	0.10	0.10
HIGHMARK LIMITED, IN RESPECT OF ITS SEGREGATED ACCOUNT HIGHMARK REAL ESTATE 3	/	0.10	0.10
ILLINOIS MUNICIPAL RETIREMENT FUND	/	0.10	0.10
ISAAC KIER REVOCABLE TRUST	/	0.10	0.10
JAMES F. FLAHERTY AND MARY H. FLAHERTY AS TRUSTEES OF THE FLAHERTY TRUST	/	0.10	0.10
JLR PARTNERS III, LLC	/	0.10	0.10
JMAD INVESTMENTS LLC	/	0.10	0.10
JOE L ROBY	/	0.10	0.10
JONATHAN H. GRENZKE AS TRUSTEE OF JONATHAN H. GRENZKE TRUST	/	0.10	0.10
KEARNEY INVESTORS LLC	/	0.10	0.10

AS SOLE PARTICIPATING PARTNER OF MOUSSEDRAGON, L.P.	/		
SHINHAN ASIA LIMITED	/	0.10	0.10
SHINHAN BANK CO., LTD.	.	0.10	0.10
SNOWBALL CAPITAL HOLDINGS LIMITED	/	0.10	0.10
SOJECCI II LTÉE	.	0.10	0.10
SOUTH DAKOTA INVESTMENT COUNCIL ON BEHALF OF THE SOUTH DAKOTA RETIREMENT SYSTEM	/	0.10	0.10
STATE OF SOUTH DAKOTA - EDUCATION ENHANCEMENT TRUST FUND	/	0.10	0.10
STATE OF SOUTH DAKOTA - HEALTH CARE TRUST FUND	/	0.10	0.10
STATE OF SOUTH DAKOTA- DAKOTA CEMENT TRUST FUND (TRUST FUND CREATED UNDER ART. XIII, SECTION 20 OF THE SOUTH DAKOTA CONSTITUTION)	/	0.10	0.10
STATE OF SOUTH DAKOTA- SCHOOL & PUBLIC LANDS TRUST FUND (TRUST CREATED UNDER ART. VIII, SECTION 2&7 OF THE SOUTH DAKOTA CONSTITUTION)	/	0.10	0.10
TARGET INVESTMENTS LTD.	.	0.10	0.10
TEACHERS' RETIREMENT SYSTEM OF THE STATE OF ILLINOIS	/	0.10	0.10
TEXAS EDUCATION AGENCY	.	0.10	0.10
TEXAS TREASURY SAFEKEEPING TRUST COMPANY		0.10	0.10
THE NORINCHUKIN BANK		0.10	0.10
THE ROCKEFELLER UNIVERSITY		0.10	0.10
TINDY FOREING, INC.		0.10	0.10
TRUSTON GLOBAL REAL ESTATE QUALIFIED INVESTMENT TYPE PRIVATE INVESTMENT TRUST NO. 1		0.10	0.10
VALENCIA HOLDINGS LTD.	/	0.10	0.10
VFF INVESTMENTS III LLC	/	0.10	0.10
VIRGINIA RETIREMENT SYSTEM		0.10	0.10

KUWAIT INVESTMENT AUTHORITY	/	0.10	0.10
LEPTON FUND LTD.	/	0.10	0.10
M8 ASIA ACCESS LP	/	0.10	0.10
MACRO CONTINENTAL, INC.		0.10	0.10
MANBRO R.E. V, LLC		0.10	0.10
MF REAL ASSETS LLC		0.10	0.10
MINNESOTA STATE BOARD OF INVESTMENT	/	0.10	0.10
MIRIAM & PETER HAAS INVESTMENTS LP	/	0.10	0.10
MIRIAM L. HAAS TRUSTEE OF THE MLH TRUST	/	0.10	0.10
MISSOURI EDUCATION PENSION TRUST	/	0.10	0.10
MPM INVESTMENTS LLC	/	0.10	0.10
NABIL GEORGE KANAZEH		0.10	0.10
NEW YORK STATE TEACHERS' RETIREMENT SYSTEM		0.10	0.10
PLATYKO PARTNERS LP		0.10	0.10
PORTFOLIO ADVISORS REAL ESTATE FUND VI, L.P.		0.10	0.10
PPD INVESTMENTS L.L.C.		0.10	0.10
PRIVATE EQUITY PREMIUM OFFERING 2017 – BREP ASIA II LTD. AS GENERAL PARTNER OF PRIVATE EQUITY PREMIUM OFFERING 2017 – BREP ASIA II L.P.	/	0.10	0.10
PUBLIC EMPLOYEES' RETIREMENT ASSOCIATION OF COLORADO	/	0.10	0.10
RAINDROPS CAPITAL LIMITED	/	0.10	0.10
RANDOLPH STREET VENTURES, L.P. - 2017-36	/	0.10	0.10
RICHARD C. SCHWARTZ	/	0.10	0.10
SAN FRANCISCO CITY & COUNTY EMPLOYEES' RETIREMENT SYSTEM	/	0.10	0.10
SEI PRIVATE TRUST COMPANY FBO VATERA INVESTMENT PARTNERS LLC STRATEGY 6	/	0.10	0.10
SERENA LIMITED AS GENERAL PARTNER OF MOUSSEARENA, L.P.		0.10	0.10

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WOORI BANK	/	0.10	0.10
WOORI GLOBAL MARKETS ASIA LIMITED	/	0.10	0.10
WORLDSTAR LIMITED		0.10	0.10

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