



## MAPLETREE COMMERCIAL TRUST

(Constituted in the Republic of Singapore pursuant to a trust deed dated 25 August 2005 (as amended))

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an **EXTRAORDINARY GENERAL MEETING** (“EGM”) of the holders of units of Mapletree Commercial Trust (“MCT”, units in MCT, “Units” and the holders of Units, “Unitholders”) will be held by way of electronic means at 10.00 a.m. on Monday, 23 May 2022, for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions (capitalised terms not otherwise defined herein shall bear the meanings ascribed to them in the circular dated 29 April 2022 to Unitholders (the “Circular”)):

**(1) PROPOSED MERGER OF MAPLETREE COMMERCIAL TRUST AND MAPLETREE NORTH ASIA COMMERCIAL TRUST BY WAY OF A TRUST SCHEME OF ARRANGEMENT (ORDINARY RESOLUTION)**

That, subject to the passing of Resolution 2 and Resolution 3:

- (i) approval be and is hereby given for the Merger (including the MCT Acquisition and the Interested MNACT Units Acquisition) on the terms and conditions set out in the Implementation Agreement;
- (ii) approval be and is hereby given for the payment of all fees and expenses relating to the Merger and the MCT Acquisition; and
- (iii) Mapletree Commercial Trust Management Ltd., as manager of MCT (the “MCT Manager”), any director of the MCT Manager, and DBS Trustee Limited, as trustee of MCT (the “MCT Trustee”) be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the MCT Manager, such director of the MCT Manager or, as the case may be, the MCT Trustee may consider expedient or necessary or in the interests of MCT to give effect to the Merger and the MCT Acquisition.

**(2) PROPOSED ALLOTMENT AND ISSUANCE OF UNITS OF MAPLETREE COMMERCIAL TRUST TO THE HOLDERS OF UNITS IN MAPLETREE NORTH ASIA COMMERCIAL TRUST AS FULL OR PART OF THE CONSIDERATION FOR THE MERGER (ORDINARY RESOLUTION)**

That, subject to the passing of Resolution 1 and Resolution 3:

- (i) approval be and is hereby given for the MCT Manager to issue, in the manner described in the Circular, new Units to the unitholders of Mapletree North Asia Commercial Trust as full or part of the consideration for the MCT Acquisition in connection with the Merger (such units issued, the “Consideration Units”);
- (ii) approval be and is hereby given for the payment of all fees and expenses relating to the issue of Consideration Units; and
- (iii) the MCT Manager, any director of the MCT Manager, and the MCT Trustee be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the MCT Manager, such director of the MCT Manager or, as the case may be, the MCT Trustee may consider expedient or necessary or in the interests of MCT to give effect to the issue of the Consideration Units.

**(3) PROPOSED WHITEWASH RESOLUTION IN RELATION TO THE CONCERT PARTY GROUP (ORDINARY RESOLUTION)**

That, Unitholders, other than Mapletree Investments Pte Ltd (“MIPL”) and their concert parties (together, the “**Concert Party Group**”) and parties not independent of them, hereby (on a poll taken) waive their rights to receive a general offer from MIPL and parties acting in concert with it for all the remaining issued Units not owned or controlled by MIPL and parties acting in concert with it, in the event that they incur a mandatory bid obligation pursuant to Rule 14 of the Singapore Code on Take-overs and Mergers as a result of the allotment and issue of Consideration Units and Preferential Offering Units to the Concert Party Group.

**(4) PROPOSED AMENDMENTS TO THE MCT TRUST DEED TO ADOPT THE MANAGEMENT FEE SUPPLEMENT (EXTRAORDINARY RESOLUTION)**

That, subject to the passing of Resolution 1, Resolution 2 and Resolution 3:

- (i) approval be and is hereby given to adopt the Management Fee Supplement to amend the deed of trust dated 25 August 2005 constituting MCT (as amended) (the “**MCT Trust Deed**”), subject to the Trust Scheme becoming effective in accordance with its terms and in the manner described and set out in the Circular; and
- (ii) the MCT Manager, any director of the MCT Manager, and the MCT Trustee, be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the MCT Manager, such director of the MCT Manager or, as the case may be, the MCT Trustee may consider expedient or necessary or in the interests of MCT to give effect to the proposed amendments to the MCT Trust Deed.

BY ORDER OF THE BOARD

**Mapletree Commercial Trust Management Ltd.**

(Company Registration No. 200708826C)

As Manager of Mapletree Commercial Trust

**Wan Kwong Weng**

Joint Company Secretary

Singapore

29 April 2022

## Important Notice:

1. The EGM is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. This Notice will be sent to Unitholders by electronic means via publication on MCT's website at <https://www.mapletreecommercialtrust.com>, and will also be made available on the SGX-ST's website at <https://www.sgx.com/securities/company-announcements> ("SGXNET"). Printed copies of this Notice and the Proxy Form will also be sent to Unitholders.
2. **The EGM will be held by way of electronic means as a precautionary measure due to the constantly evolving COVID-19 situation in Singapore and the unpredictable nature of COVID-19. Accordingly, Unitholders will not be able to attend the EGM in person.** Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast), submission of questions to the Chairman of the EGM in advance of the EGM or by submitting text-based questions during the EGM via the online chat box, addressing of substantial and relevant questions either before or at the EGM, and voting by appointing the Chairman of the EGM as proxy at the EGM, are set out in the Circular dated 29 April 2022. The Circular may be accessed at MCT's website at <https://www.mapletreecommercialtrust.com>, and will also be made available on the SGXNET. Any reference to a time of day is made by reference to Singapore time.

### 3. Appointment of Proxies

**A Unitholder will not be able to vote online on the resolutions to be tabled for approval at the EGM. A Unitholder (whether individual or corporate) must appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such Unitholder wishes to exercise his/her/its voting rights at the EGM. The Chairman of the EGM, as proxy, need not be a Unitholder.**

In appointing the Chairman of the EGM as proxy, a Unitholder must give specific instructions as to voting, or abstention from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.

The Proxy Form must be submitted in the following manner:

- (i) if submitted by post, be lodged at the office of the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
- (ii) if submitted via electronic mail, attach and send a clear scanned PDF copy of the completed and signed Proxy Form to the Unit Registrar at [srs.teamd@boardroomlimited.com](mailto:srs.teamd@boardroomlimited.com),

in each case, by no later than 10.00 a.m. on Friday, 20 May 2022, being 72 hours before the time fixed for the EGM.

The Proxy Form can also be downloaded from SGXNET or MCT's website at <https://www.mapletreecommercialtrust.com>.

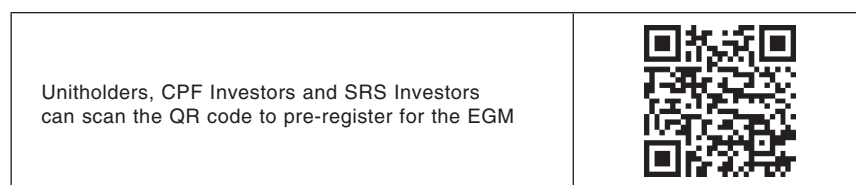
A Unitholder who wishes to submit an instrument of proxy must complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

**In view of the constantly evolving COVID-19 situation, Unitholders are strongly encouraged to submit completed Proxy Forms electronically via email, rather than by post.**

### 4. Pre-registration for the EGM

Unitholders, CPF Investors and SRS Investors attending the EGM will be able to observe and/or listen to the EGM proceedings through the Live Webcast via their mobile phones, tablets or computers.

All Unitholders, CPF Investors and SRS Investors who wish to attend the EGM are required to pre-register via the pre-registration website at <https://go.lumiengage.com/mctegm2022> for verification purposes by 10.00 a.m. on Friday, 20 May 2022.



Following verification by the MCT Manager, authenticated Unitholders, CPF Investors and SRS Investors will be provided with the Confirmation Email via the e-mail address provided during pre-registration or as indicated in the Proxy Form to attend the EGM.

Unitholders, CPF Investors and SRS Investors who have pre-registered by 10.00 a.m. on Friday, 20 May 2022 but have not received the Confirmation Email by 10.00 a.m. on Sunday, 22 May 2022 should immediately contact the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at +65 6230 9580/+65 6230 9586 (during office hours) or at [srs.teamd@boardroomlimited.com](mailto:srs.teamd@boardroomlimited.com).

### 5. Question and answer

Unitholders, CPF Investors and SRS Investors will be able to ask questions at the EGM by submitting text-based questions during the Live Webcast via the online chat box through the live audio-visual webcast platform. Unitholders, CPF Investors and SRS Investors are also encouraged to submit questions related to the resolutions to be tabled for approval at the EGM to the Chairman of the EGM, in advance of the EGM.

Unitholders, CPF Investors and SRS Investors should submit questions in advance of the EGM in the following manner, and the questions should be received by the MCT Manager no later than 10.00 a.m. on Saturday, 14 May 2022:

- (i) by post to the office of the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or

(ii) via the pre-registration website at <https://go.lumiengage.com/mctegm2022>; or

(iii) via email to the MCT Manager at [enquiries\\_mct@mapletree.com.sg](mailto:enquiries_mct@mapletree.com.sg).

Unitholders, CPF Investors and SRS Investors who submit questions via email must provide the following information for authentication:

(a) the Unitholder's full name;

(b) the Unitholder's address; and

(c) the manner in which the Unitholder holds Units in MCT (e.g., via CDP, CPF or SRS).

The MCT Manager's Chairman, Mr. Tsang Yam Pui, the Lead Independent Director, Ms. Kwa Kim Li, the Chairman of the Audit and Risk Committee, Mr. Premod P. Thomas, together with the senior management of the MCT Manager, will conduct the proceedings of the EGM. The MCT Manager will endeavour to address all substantial and relevant questions submitted in advance of the EGM, prior to or during the EGM, and the MCT Manager will publish the responses to such questions received on or before 10.00 a.m. on Saturday, 14 May 2022, on MCT's website and on SGXNET by 10.00 a.m. on Tuesday, 17 May 2022, being at least 72 hours before the deadline for Unitholders to submit their Proxy Forms to vote at the EGM.

The MCT Manager will publish the minutes of the EGM on MCT's website and on SGXNET, and the minutes will include the responses to the substantial and relevant questions which are addressed during the EGM.

#### 6. Relevant intermediaries

Persons who hold Units through relevant intermediaries (as defined below), and who wish to participate in the EGM by (a) observing and/or listening to the EGM proceedings through the Live Webcast; (b) submitting questions in advance of the EGM; (c) submitting questions during the EGM; and/or (d) appointing the Chairman of the EGM as proxy to attend, speak and vote on their behalf at the EGM, should contact the relevant intermediary through which they hold such Units as soon as possible in order to make the necessary arrangements for them to participate in the EGM.

A "relevant intermediary" means:

(i) a banking corporation licensed under the Banking Act 1970 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds Units in that capacity;

(ii) a person holding a capital markets services licence to provide custodial services for securities under the SFA and who holds Units in that capacity; or

(iii) the CPF Board established by the Central Provident Fund Act 1953, in respect of Units purchased under the subsidiary legislation made under the Central Provident Fund Act 1953 providing for the making of investments from the contributions and interest standing to the credit of members of the CPF, if the CPF Board holds those Units in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

In addition, CPF Investors and SRS Investors may appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 10.00 a.m. on Tuesday, 10 May 2022, being seven working days before the date of the EGM.

#### 7. Other details

(i) The Chairman of the EGM, as proxy, need not be a Unitholder of MCT.

(ii) Printed copies of the Notice of EGM and Proxy Form will be sent to Unitholders.

(iii) The Circular may be accessed at MCT's website at <https://www.mapletreecommercialtrust.com> and on SGXNET.

(iv) Due to the constantly evolving COVID-19 situation in Singapore, the MCT Manager may be required to change the arrangements for the EGM at short notice. Unitholders should check MCT's website at <https://www.mapletreecommercialtrust.com> for the latest updates on the status of the EGM.

#### **Personal Data Privacy:**

By (i) submitting an instrument appointing the Chairman of the EGM as proxy to attend, speak and vote at the EGM and/or any adjournment thereof, (ii) completing the pre-registration for the EGM in accordance with this Notice, or (iii) submitting any question in advance of or at the EGM in accordance with this Notice, a Unitholder consents to the collection, use and disclosure of the Unitholder's personal data by the MCT Manager and the MCT Trustee (or their agents) for the following purposes:

(a) the processing and administration by the MCT Manager and the MCT Trustee (or their agents) of Proxy Forms appointing the Chairman of the EGM as a proxy for the EGM (including any adjournment thereof);

(b) the processing of the pre-registration for purposes of granting access to Unitholders (or their corporate representatives in the case of Unitholders which are legal entities) to the EGM and providing them with any technical assistance where necessary;

(c) addressing relevant and substantial questions from Unitholders, CPF Investors and SRS Investors received before or at the EGM and if necessary, following up with the relevant Unitholders, CPF Investors and SRS Investors in relation to such questions;

(d) the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof); and

(e) in order for the MCT Manager and the MCT Trustee (or their agents) to comply with any applicable laws, listing rules, regulations and/or guidelines.