



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

## ANNOUNCEMENT

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### ELECTRONIC DESPATCH OF CIRCULAR AND ALTERNATIVE ARRANGEMENTS RELATING TO THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 23 MAY 2022

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#### 1. INTRODUCTION

The board of directors of Mapletree Commercial Trust Management Ltd., as manager of Mapletree Commercial Trust (“**MCT**”, and as manager of MCT, the “**MCT Manager**” or the “**Manager**”), refers to:

- (a) the joint announcements dated 31 December 2021, 28 January 2022 and 21 March 2022, issued by the MCT Manager and Mapletree North Asia Commercial Trust Management Ltd., as manager of Mapletree North Asia Commercial Trust (“**MNACT**” and as manager of MNACT, the “**MNACT Manager**”), in relation to the proposed merger of MCT and MNACT (the “**Merger**”) to be effected through the acquisition by MCT of all the issued and paid-up units of MNACT by way of a trust scheme of arrangement (the “**Trust Scheme**”) in accordance with the Singapore Code on Take-overs and Mergers;
- (b) the announcement dated 21 March 2022 issued by the MCT Manager in relation to the revision to the Trust Scheme and the Preferential Offering (as defined in the Circular (as defined below));
- (c) the COVID-19 (Temporary Measures) Act 2020 passed by Parliament on 7 April 2020 which enables the Minister for Law by order to prescribe alternative arrangements for listed entities in Singapore to, *inter alia*, conduct general meetings, either wholly or partially, by electronic communication, video conferencing, tele-conferencing or other electronic means; and
- (d) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the “**COVID-19 Alternative Meetings Order**”) which was gazetted on 13 April 2020, and which sets out the alternative arrangements in respect of, *inter alia*, general meetings of real estate investment trusts and business trusts.

Unless otherwise defined, all capitalised terms used and not defined herein shall have the same meanings given to them in the Circular. Unless otherwise stated, any reference to a time of day in this Announcement shall be a reference to Singapore time.

## 2. ELECTRONIC DESPATCH OF THE CIRCULAR

### 2.1 Electronic Despatch of the Circular

The MCT Manager wishes to announce that it has today despatched to MCT Unitholders a circular (the “**Circular**”) dated 29 April 2022 by electronic means via publication on the SGX-ST website at <https://www.sgx.com/securities/company-announcements>, and on MCT’s website at <https://www.mapletreecommercialtrust.com>.

The Circular contains, *inter alia*, the following:

- (i) details of the Merger, including the recommendations of the independent directors of the MCT Manager and the advice of the independent financial adviser, Australia and New Zealand Banking Group Limited, Singapore Branch in relation to the Merger;
- (ii) details of the proposed issuance of Consideration Units as full or part of the consideration for the Merger;
- (iii) details of the proposed Preferential Offering;
- (iv) details of the Whitewash Resolution in relation to MIPL and parties acting in concert with it;
- (v) details of the MCT Trust Deed Amendments; and
- (vi) the notice of the extraordinary general meeting of MCT Unitholders (the “**EGM**”) to be convened and held by way of electronic means **at 10.00 a.m. on Monday, 23 May 2022** (the “**Notice of EGM**”), for the purpose of considering, and if thought fit, passing the resolutions in relation to the Merger, the issue of Consideration Units as full or part of the consideration for the Merger, the Whitewash Resolution and the MCT Trust Deed Amendments.

### 2.2 Electronic Copies of the Circular

As part of the MCT Manager’s sustainability effort, printed copies of the Circular will not be despatched to MCT Unitholders unless requested by MCT Unitholders in accordance with paragraph 2.3 below. Printed copies of the Notice of EGM, the proxy form for the EGM (the “**Proxy Form**”) and the request form for printed copies of the Circular (the “**Request Form**”) will still be sent to MCT Unitholders.

Electronic copies of the Circular (enclosing the Notice of EGM and the Proxy Form) are available on:

- (i) MCT’s website at <https://www.mapletreecommercialtrust.com>; and
- (ii) the SGX-ST’s website at <https://www.sgx.com/securities/company-announcements> by selecting the security name “MAPLETREE COMMERCIAL TRUST MANAGEMENT LTD.” and the announcement category titled “Extraordinary/Special General Meeting::Voluntary” dated 29 April 2022.

MCT Unitholders will need an internet browser and PDF reader to view these documents on the websites of the SGX-ST and MCT.

## 2.3 Request for Printed Copies of the Circular

MCT Unitholders may obtain printed copies of the Circular by completing, signing and submitting the Request Form accompanying the Notice of EGM and the Proxy Form to the MCT Manager via email to [srs.teamd@boardroomlimited.com](mailto:srs.teamd@boardroomlimited.com) or by post, which should reach the MCT Manager by **no later than 10.00 a.m. on Monday, 16 May 2022**. To allow sufficient time for processing and mailing, we strongly encourage MCT Unitholders to return the completed Request Form early. A printed copy of the Circular will be sent to the address in Singapore specified by the MCT Unitholder at his/her/its own risk.

## 3. DATE, TIME AND CONDUCT OF THE EGM

The MCT Manager wishes to announce that as a precautionary measure due to the constantly evolving COVID-19 situation and the unpredictable nature of COVID-19, the EGM will be convened and held by way of electronic means **at 10.00 a.m. on Monday, 23 May 2022** pursuant to the COVID-19 (Temporary Measures) Act 2020 and the COVID-19 Alternative Meetings Order. MCT Unitholders, CPF Investors<sup>1</sup> and SRS Investors<sup>2</sup> 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**.

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 MCT 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.

Although MCT Unitholders will be able to ask questions at the EGM by submitting text-based questions during the Live Webcast (as defined below) via the online chat box through the live audio-visual webcast platform, MCT Unitholders who wish to ask questions are strongly encouraged to submit their questions **by 10.00 a.m. on Saturday, 14 May 2022**, in order to ensure that the MCT Manager has sufficient time to respond to such substantial and relevant questions in advance of the deadline for the submission of the Proxy Forms.

## 4. VIRTUAL INFORMATION SESSION

A virtual information session ("**Virtual Information Session**") will be held **at 6.00 p.m. on Tuesday, 10 May 2022**, by the MCT Manager in respect of the Merger and Trust Scheme, with the Securities Investors Association (Singapore) ("**SIAS**") as the moderator.

In order to participate in the Virtual Information Session through the live audio-visual webcast or

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<sup>1</sup> "**CPF Investors**" refers to investors who have purchased MCT Units using their Central Provident Fund ("**CPF**") savings under the CPF Investment Scheme.

<sup>2</sup> "**SRS Investors**" refers to investors who have purchased MCT Units using their Supplementary Retirement Scheme ("**SRS**") contributions pursuant to the SRS.

live audio-only stream (the “**Live Webcast**”), MCT Unitholders and persons (including CPF Investors and SRS Investors) who hold MCT Units through relevant intermediaries<sup>3</sup> must pre-register at <http://sias.org.sg/mct-vis> no later than **12.00 p.m. on Monday, 9 May 2022** (the “**Virtual Information Session Registration Deadline**”). Pre-registration for the Virtual Information Session is compulsory and MCT Unitholders and persons (including CPF Investors and SRS Investors) who hold MCT Units through relevant intermediaries are required to submit an electronic copy of the latest proof of their unitholdings in MCT for verification purposes when they pre-register. Any registration received after the Virtual Information Session Registration Deadline will not be accepted.

Following verification, an email containing login details and instructions on how to access the Live Webcast of the Virtual Information Session will be sent to authenticated MCT Unitholders and persons (including CPF Investors and SRS Investors) who hold MCT Units through relevant intermediaries **by 12.00 p.m. on Tuesday, 10 May 2022**.

The MCT Manager will endeavour to address all substantial and relevant questions received **by 12.00 p.m. on Monday, 9 May 2022** in relation to the Merger. MCT Unitholders and persons (including CPF Investors and SRS Investors) who hold MCT Units through relevant intermediaries will also be able to ask questions “live” by typing in and submitting their questions via an online chat box which will be accessible by participants during the Virtual Information Session.

The MCT Manager will provide a link to MCT Unitholders to access the recording of the Virtual Information Session on MCT’s website at <https://www.mapletreecommercialtrust.com>, and on the SGX-ST’s website at <https://www.sgx.com/securities/company-announcements>, on or around **Wednesday, 11 May 2022**.

Please refer to Paragraph 20 of the Circular for further details relating to the Virtual Information Session.

## **5. NOTICE OF EGM AND PROXY FORM**

Printed copies of the Notice of EGM and the Proxy Form will be sent to MCT Unitholders. The Notice of EGM and the Proxy Form are also available on MCT’s website at <https://www.mapletreecommercialtrust.com>, and on the SGX-ST’s website at <https://www.sgx.com/securities/company-announcements>.

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<sup>3</sup> “**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 MCT 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 MCT Units in that capacity; or
- (iii) the CPF Board established by the Central Provident Fund Act 1953, in respect of MCT 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 MCT Units in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

MCT Unitholders can also scan the QR Code below to access the Proxy Form:



## **6. NO PERSONAL ATTENDANCE AT THE EGM**

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, MCT Unitholders will not be able to attend the EGM in person.**

## **7. ALTERNATIVE ARRANGEMENTS FOR PARTICIPATION IN THE EGM**

MCT Unitholders may participate at the EGM by:

- (a) observing and/or listening to the EGM proceedings via the Live Webcast;
- (b) submitting questions in advance of the EGM;
- (c) submitting text-based questions via the online chat box through the live audio-visual webcast platform, if attending the EGM; and
- (d) appointing the Chairman of the EGM as proxy to attend, speak and vote on their behalf at the EGM.

An MCT Unitholder (whether individual or corporate) who has MCT Units entered against his/her/its name in (1) the Register of MCT Unitholders; or (2) the Depository Register, as at the cut-off time being 72 hours before the time fixed for the EGM (being the time at which the name of the MCT Unitholder must appear in the Register of MCT Unitholders or the Depository Register in order for him/her/it to be considered to have MCT Units entered against his/her/its name in the Register of MCT Unitholders or the Depository Register), shall be entitled to attend (via electronic means), submit questions in advance of or at the EGM and vote by proxy at the EGM.

All MCT Unitholders (whether individual or corporate) who wish to exercise his/her/its voting rights are requested to complete, sign and return the enclosed Proxy Form in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach MCT's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. (the "**Unit Registrar**"), 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632, in the following manner:

- (i) if submitted by post, be lodged at the office of the Unit Registrar, 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**,

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.

All MCT Unitholders (whether individual or corporate) who wish to exercise his/her/its voting rights must appoint the Chairman of the EGM as proxy to attend, speak and vote on his/her/its behalf at the EGM. In appointing the Chairman of the EGM as proxy, an MCT 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.

## 8. KEY DATES / DEADLINE FOR PARTICIPATION IN THE EGM

The table below sets out the key dates/deadlines for MCT Unitholders, CPF Investors and SRS Investors to note:

Key dates	Actions
Friday, 29 April 2022	MCT Unitholders, CPF Investors and SRS Investors may begin to pre-register for the EGM at: <a href="https://go.lumiengage.com/mctegm2022">https://go.lumiengage.com/mctegm2022</a>
10.00 a.m. on Tuesday, 10 May 2022	Deadline for CPF Investors and SRS Investors who wish to appoint the Chairman of the EGM as proxy to approach their respective agent banks included under the CPF Investment Scheme or operators included under the SRS to submit their votes.
10.00 a.m. on Friday, 20 May 2022	<p>Deadline for MCT Unitholders, CPF Investors and SRS Investors to</p> <ul style="list-style-type: none"> <li>pre-register for the EGM; and</li> <li>submit questions in advance of the EGM.</li> </ul> <p>Deadline for MCT Unitholders to submit Proxy Forms (via post to the Unit Registrar's office or email at <a href="mailto:srs.teamd@boardroomlimited.com">srs.teamd@boardroomlimited.com</a>).</p>
10.00 a.m. on Sunday, 22 May 2022	<p>Authenticated MCT Unitholders, CPF Investors and SRS Investors who are successful in the pre-registration for the EGM will receive a confirmation email for the EGM and would be able to use their login credentials created during pre-registration to access the Live Webcast and submit questions during the EGM (the "<b>Confirmation Email</b>").</p> <p>MCT Unitholders, CPF Investors and SRS Investors who have not received the Confirmation Email by 10.00 a.m. on Sunday, 22 May 2022, but have registered by the Friday, 20 May 2022 deadline should immediately contact the Unit Registrar, Boardroom Corporate &amp; Advisory Services Pte. Ltd., at +65 6230 9580/+65 6230 9586 (during office hours) or at <a href="mailto:srs.teamd@boardroomlimited.com">srs.teamd@boardroomlimited.com</a>.</p>
10.00 a.m. on Monday, 23 May 2022	MCT Unitholders, CPF Investors and SRS Investors with the Confirmation Email, please follow the instructions set out in the Confirmation Email to attend the EGM.

An indicative timetable for the events which are scheduled to take place after the EGM is set out in the Circular.

## **9. FURTHER INFORMATION**

For more information, MCT Unitholders can refer to MCT's website at <https://www.mapletreecommercialtrust.com/>, or contact MCT Investor Relations team at email: [enquiries\\_mct@mapletree.com.sg](mailto:enquiries_mct@mapletree.com.sg) or tel: +65 6377 6111 (between 9.00 a.m. and 5.00 p.m. Monday to Friday (excluding public holidays)).

## **10. IMPORTANT REMINDER**

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. MCT Unitholders should check MCT's website at <https://www.mapletreecommercialtrust.com> for the latest updates on the status of the EGM.

## **11. RESPONSIBILITY STATEMENT**

The directors of the MCT Manager (the “**Directors**”) (including those who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed in this Announcement which relate to MCT and/or the MCT Manager (excluding those relating to MNACT and/or the MNACT Manager) are fair and accurate and that there are no other material facts not contained in this Announcement the omission of which would make any statement in this Announcement misleading. The Directors jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from a named source (including MNACT and/or the MNACT Manager), the sole responsibility of the Directors has been to ensure through reasonable enquiries that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement. The Directors do not accept any responsibility for any information relating to MNACT and/or the MNACT Manager or any opinion expressed by MNACT and/or the MNACT Manager.

The MCT Manager would like to thank all MCT Unitholders for their patience and co-operation in enabling MCT to hold the EGM with the optimal safe distancing measures amidst the COVID-19 situation.

By Order of the Board  
Wan Kwong Weng  
Joint Company Secretary  
Mapletree Commercial Trust Management Ltd.  
(Company Registration No. 200708826C)  
As Manager of Mapletree Commercial Trust

29 April 2022

*Any queries relating to this Announcement, the Merger, the Trust Scheme or the Preferential Offering should be directed to one of the following:*

**Mapletree Commercial Trust Management Ltd.**

**Teng Li Yeng**

**Director, Investor Relations**

Tel: +65 6377 6836

Email: [teng.liyeng@mapletree.com.sg](mailto:teng.liyeng@mapletree.com.sg)

**DBS Bank Ltd.**

Tel: +65 6878 4649

## **IMPORTANT NOTICE**

The value of the MCT Units and the income derived from them may fall as well as rise. MCT Units are not obligations of, deposits in, or guaranteed by, the MCT Manager, or any of its affiliates.

An investment in MCT Units is subject to investment risks, including the possible loss of the principal amount invested. Investors have no right to request the MCT Manager to redeem their MCT Units while the MCT Units are listed. It is intended that the MCT Unitholders may only deal in their MCT Units through trading on the SGX-ST. Listing of the MCT Units on the SGX-ST does not guarantee a liquid market for the MCT Units.

This Announcement is for information only and does not constitute or form part of an offer or solicitation of an offer to sell or invitation to subscribe for or acquire any units in MCT.

The past performance of MCT and the MCT Manager, in its capacity as manager of MCT, is not necessarily indicative of the future performance of MCT and the MCT Manager.

This Announcement may contain forward-looking statements that involve assumptions, risks and uncertainties. Actual future performance, outcomes and results may differ materially from those expressed in forward-looking statements as a result of a number of risks, uncertainties and assumptions. Representative examples of these factors include (without limitation) general industry and economic conditions, interest rate trends, cost of capital and capital availability, competition from other developments or companies, shifts in expected levels of occupancy rate, property rental income, charge out collections, changes in operating expenses (including employee wages, benefits and training costs), governmental and public policy changes and the continued availability of financing in the amounts and terms necessary to support future business.

Investors are cautioned not to place undue reliance on these forward-looking statements, which are based on the MCT Manager's view of future events.

Nothing in this Announcement should be construed as financial, investment, business, legal or tax advice and you should consult your own independent professional advisers. Neither the MCT Manager nor any of its affiliates, advisers or representatives shall have any liability whatsoever (in negligence or otherwise) for any loss howsoever arising, whether directly or indirectly, from any use, reliance or distribution of this Announcement or its contents or otherwise arising in connection with this Announcement.