

# IMPORTANT REMINDER TO UNITHOLDERS OF MAPLETREE COMMERCIAL TRUST

## PROPOSED MERGER OF MAPLETREE COMMERCIAL TRUST AND MAPLETREE NORTH ASIA COMMERCIAL TRUST

On 31 December 2021, the respective boards of directors of the managers of Mapletree Commercial Trust (“MCT”) and Mapletree North Asia Commercial Trust (“MNACT”) jointly announced the proposed merger of MCT and MNACT (the “Merger”) to create Mapletree Pan Asia Commercial Trust. On 28 January 2022, a joint supplemental announcement was also released in relation to the proposed Merger. On 21 March 2022, a revision joint announcement was released in relation to the revised terms of the Trust Scheme to provide the alternative Cash-Only Consideration option and to announce the proposed Preferential Offering.

The Merger is to be effected through the acquisition by MCT of all the issued and paid-up units of MNACT (“MNACT Units”) by way of a trust scheme of arrangement. Each MNACT Unitholder will be entitled to elect to receive for each MNACT Unit held by it as at 5.00 p.m. on the Record Date, the scheme consideration (the “Scheme Consideration”) in the form of the Scrip-Only Consideration, the Cash-and-Scrip Consideration or the Cash-Only Consideration. The Cash-Only Consideration is the default option and MNACT Unitholders who do not make any election or fail to make a valid election for the Scrip-Only Consideration, Cash-and-Scrip Consideration or Cash-Only Consideration shall be deemed to have elected to receive the Cash-Only Consideration if the Trust Scheme becomes effective in accordance with its terms. Further details can be found in the circular issued by the MCT Manager to MCT Unitholders dated 29 April 2022 (the “Circular”).



Circular



## EXTRAORDINARY GENERAL MEETING (“EGM”)

### An EGM will be held to obtain MCT Unitholders’ approval on the following 4 resolutions

#### Resolution 1

Proposed Merger of Mapletree Commercial Trust and Mapletree North Asia Commercial Trust by way of a trust scheme of arrangement (Ordinary Resolution)

#### Resolution 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)

#### Resolution 3

Proposed Whitewash Resolution in relation to the Concert Party Group (Ordinary Resolution)

#### Resolution 4

Proposed amendments to the MCT Trust Deed to adopt the Management Fee Supplement (Extraordinary Resolution)

In the event that Resolutions 1, 2 and 3 are passed but Resolution 4 is not passed, the MCT Manager will proceed with the Merger on satisfaction and/or waiver of all Conditions and MCT’s existing fee structure will continue to apply to the Merged Entity, if the Trust Scheme becomes effective in accordance with its terms.

In the event any one of Resolutions 1, 2 or 3 is not passed but Resolution 4 is passed, the Merger will not proceed, the MCT Trust Deed Amendments will not be adopted and MCT’s existing fee structure will continue to apply to MCT.



**Your Vote Counts.**  
Please vote by submitting your Proxy Form.

The EGM is to be convened and held by way of electronic means. MCT Unitholders must pre-register for the EGM by 10.00 a.m. on Friday, 20 May 2022 at <https://go.lumiengage.com/mctegm2022>



## SIAS-MCT Virtual Information Session

The MCT Manager intends to hold a virtual information session (“VIS”) at 6.00 p.m. on Tuesday, 10 May 2022, in respect of the Merger and the Trust Scheme with MCT Unitholders, with the Securities Investors Association (Singapore) (“SIAS”) as the moderator. In order to participate in the VIS via the live audio-visual webcast and live audio-only stream (the “Live Webcast”), MCT Unitholders and persons (including CPF Investors and SRS Investors) who hold MCT Units through Relevant Intermediaries must pre-register at <http://sias.org.sg/mct-vis> no later than 12.00 p.m. on Monday, 9 May 2022. Pre-registration for the VIS is compulsory and any registration received after the registration deadline will not be accepted.

Following verification, an email containing login details and instructions on how to access the Live Webcast for the VIS 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.

## Important Dates and Times

Last date and time for lodgement of Proxy Form	10.00 a.m. on Friday, 20 May 2022
Date and time of EGM	10.00 a.m. on Monday, 23 May 2022

## STEPS TO SUBMITTING THE PROXY FORM

### Step 1

#### Locate the Proxy Form

You would have received a printed copy of the Proxy Form. Alternatively, you may obtain a copy from the following:

**Boardroom Corporate & Advisory Services Pte. Ltd.**  
1 Harbourfront Avenue, #14-07 Keppel Bay Tower  
Singapore 098632

Email address: [srs.teamd@boardroomlimited.com](mailto:srs.teamd@boardroomlimited.com)  
Phone number: +65 6230 9580/+65 6230 9586  
Operating hours: Monday to Friday, 8.30 a.m. to 5.30 p.m.

**SGX Website:**  
<https://www.sgx.com/securities/company-announcements>

**MCT Website:**  
<https://www.mapletreecommercialtrust.com>



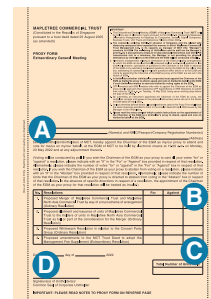
### Step 2

#### Complete the Proxy Form

**You will not be able to vote online on the resolutions to be tabled for approval at the EGM. You MUST appoint the Chairman of the EGM as your proxy to attend, speak and vote on your behalf at the EGM if you wish to exercise your voting rights at the EGM.**

Steps to filling in the Proxy Form:

- Fill in your name and particulars on the Proxy Form.
- If you wish to exercise all your votes “FOR”, “AGAINST” or to “ABSTAIN”, please indicate with an “X” within the relevant box provided. Alternatively, please indicate the number of votes as appropriate.
- Indicate the number of MCT Units you hold on the Proxy Form.
- If you are an individual, you or your attorney **MUST SIGN** and indicate the date. If you are a corporation, the Proxy Form must be executed under your common seal or under the hand of your duly authorised officer or attorney. Where the Proxy Form is signed by an attorney, the power of attorney or a notarially certified copy thereof must be lodged with the Proxy Form.



### Step 3

#### Return the completed and signed Proxy Form

#### By Post:

Return the completed and signed Proxy Form to:

**Mapletree Commercial Trust Management Ltd.**  
(as Manager of Mapletree Commercial Trust)  
c/o Boardroom Corporate & Advisory Services Pte. Ltd.  
1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632  
by NO LATER THAN 10.00 a.m. on Friday, 20 May 2022.

The prepaid business reply envelope is for posting in Singapore only.  
Please affix sufficient postage if posting from outside of Singapore.

Note: CPF Investors and SRS Investors who wish to appoint the Chairman of the EGM as proxy 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.

#### By Email:

Scan and send the completed and signed PDF copy of the Proxy Form via email to: [srs.teamd@boardroomlimited.com](mailto:srs.teamd@boardroomlimited.com), by NO LATER THAN 10.00 a.m. on Friday, 20 May 2022.

## PLEASE CONTACT US FOR FURTHER ASSISTANCE

**Mapletree Commercial Trust Management Ltd.**  
Ms. Teng Li Yeng  
Director, Investor Relations  
Email: [teng.liyeng@mapletree.com.sg](mailto:teng.liyeng@mapletree.com.sg)  
Tel: +65 6377 6836

Operating hours: 9.00 a.m. to 5.00 p.m., Monday to Friday

**DBS Bank Ltd.**  
Strategic Advisory  
Tel: +65 6878 4649

Operating hours: 8.30 a.m. to 5.00 p.m., Monday to Friday

**IMPORTANT NOTICE.** The information in this reminder advertisement is qualified in its entirety by, and should be read in conjunction with, the full information contained in the Circular. All capitalised terms not defined herein shall have the same meaning as given to them in the Circular. All references to dates and times in this reminder advertisement are made by reference to Singapore dates and times. In the event of any inconsistency or conflict between this reminder advertisement and the Circular, the Circular shall prevail. Nothing in this reminder advertisement is intended to be, or shall be taken as, advice, a recommendation or a solicitation to MCT Unitholders or any other party. MCT Unitholders are advised to be cautious when dealing in their MCT Units and not to take any action in relation to their MCT Units which may not prove to be in their best interests. If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

**RESPONSIBILITY STATEMENT.** The MCT Directors (including those who may have delegated detailed supervision of this reminder advertisement) collectively and individually accept full responsibility for the accuracy of the information given in this reminder advertisement and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this reminder advertisement constitutes full and true disclosure of all material facts about the Merger, the Proposed Issuance of Consideration Units, the Whitewash Resolution, the MCT Trust Deed Amendments, the Preferential Offering, MCT and the MCT Group, and the MCT Directors are not aware of any facts the omission of which would make any statement in this reminder advertisement misleading.

Where information in this reminder advertisement has been extracted or reproduced from published or otherwise publicly available sources or obtained from a named source (including the Sponsor, MNACT, the MNACT Manager or its advisers), the sole responsibility of the MCT Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reflected or reproduced in this reminder advertisement in its proper form and context.

The MCT Directors do not accept any responsibility for any information relating to the Sponsor, MNACT and/or the MNACT Manager or any opinion expressed by the Sponsor, MNACT and/or the MNACT Manager.