



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

ANNOUNCEMENT

THE PROPOSED ACQUISITION OF THE PROPERTY (COMPRISING THE OFFICE AND BUSINESS PARK COMPONENTS OF MAPLETREE BUSINESS CITY (PHASE 1)) AS AN INTERESTED PERSON TRANSACTION

1. INTRODUCTION

5 July 2016 - Mapletree Commercial Trust Management Ltd., in its capacity as manager of Mapletree Commercial Trust ("**MCT**") and as manager of MCT, the "**Manager**", is pleased to announce that DBS Trustee Limited, in its capacity as trustee of MCT (the "**Trustee**"), has on 5 July 2016 entered into a put and call option agreement (the "**Option Agreement**") with Mapletree Business City Pte. Ltd. (the "**Vendor**"), in relation to the proposed acquisition of the office and business park components of Mapletree Business City (Phase 1) (as defined below). These comprise the leasehold interest over the strata area of approximately 208,036 square metres from level two to the rooftop of the buildings (MBC 10, MBC 20E, MBC 20W and MBC 30) in the strata lot number U48703N of Mukim 3 (the "**Property**"), for a term commencing on the date of completion of the SPA (as defined below) (the "**Completion Date**") up to and including 29 September 2096 (the "**Strata Lease**").

Pursuant to the Option Agreement, the Trustee and the Vendor are required to enter into a sale and purchase agreement (the "**SPA**") on the day the Call Option (as defined herein) is exercised by the Trustee, or on the day the Put Option (as defined herein) is exercised by the Vendor (as the case may be).

The Vendor will retain ownership of the other parts of Mapletree Business City (Phase 1), which consist of the carpark, multi-purpose hall, retail area and common property (the "**Excluded Premises**"), as well as the remaining areas of the development (which include landscape areas, driveways and walkways) (the "**Licensed Premises**"). However, upon completion of the proposed acquisition of the Property (the "**Acquisition**"), the Trustee will also enter into the following agreements:

- (a) a licence agreement with the Vendor (the "**Licence Agreement**"), pursuant to which the Vendor will grant to the Trustee a right to use the Licensed Premises as well as the artworks located within Mapletree Business City (Phase 1); and
- (b) a shared services agreement with the Vendor for the use of certain common facilities at Mapletree Business City (Phase 1) (namely the carpark, multi-purpose hall and common property) and the apportionment of costs relating to the provision of shared services to Mapletree Business City (Phase 1) (the "**Shared Services Agreement**").

In addition, upon completion of the Acquisition, MCT will take over all the tenancy agreements and licences with respect to the Property and the Licensed Premises, including tenancy agreements entered into by Mapletree Investments Pte Ltd (the "**Sponsor**") (as supplemented and amended) and Singapore Power Limited (as supplemented and amended), as well as licence agreements entered into by the Sponsor, DBS Bank Ltd.,

Singapore Power Limited, Grid Communications Pte. Ltd., Singtel Mobile Singapore Pte. Ltd. and Starhub Mobile Pte Ltd (collectively, the "**Ancillary Tenancy and Licence Agreements**").

The Manager proposes to partially fund the cash portion of the total cost of the Acquisition (the "**Total Acquisition Cost**") (which comprises the Total Acquisition Cost less the acquisition fee payable to the Manager for the Acquisition (the "**Acquisition Fee**") which is payable in units in MCT ("**Units**")) through the issue of up to 795.0 million new Units ("**New Units**") pursuant to an equity fund raising ("**Equity Fund Raising**"). The balance of the Total Acquisition Cost would be funded with debt through bank borrowings and/or other capital market instruments.

2. THE PROPOSED ACQUISITION OF THE PROPERTY

2.1 Description of the Property

The Property comprises the office and business park components of Mapletree Business City (Phase 1). Mapletree Business City (Phase 1) is a large-scale integrated business hub located at 10, 20, 30 Pasir Panjang Road, Singapore 117438/117439/117440 in the southern part of Singapore, and collectively consists of the Property, the Licensed Premises and the Excluded Premises ("**Mapletree Business City (Phase 1)**"). Mapletree Business City (Phase 1) is one of the largest integrated office and business park complexes in Singapore with Grade-A building specifications. Mapletree Business City (Phase 1), together with PSA Building and the recently completed Mapletree Business City (Phase 2), make up the Alexandra Precinct¹, a high quality location catering to a wide range of office and business park uses.

The Property enjoys a prominent frontage along Pasir Panjang Road as well as excellent transport connectivity. The location is approximately a 10-minute drive from the Central Business District ("**CBD**") and is well served by major roads and expressways such as the West Coast Highway, Ayer Rajah Expressway and Marina Coastal Expressway. Extensive bus services run through the surrounding area. It is also linked by covered walkways to the adjacent Mapletree Business City (Phase 2) and PSA Building, as well as the Labrador Park Mass Rapid Transit ("**MRT**") Station.

The Property has a net lettable area ("**NLA**") of 1,708,218 sq ft (as at 30 April 2016) and comprises four blocks of office and business park space, namely an office tower (MBC 10) and three business park blocks (MBC 20W, MBC 20E and MBC 30).

The Property has attracted a strong and diverse tenant base comprising many well-known and reputable multinational corporations ("**MNCs**") since its completion in 2010 and enjoys an occupancy rate of 97.8%² (as at 30 April 2016).

Further details of the Property will be set out in the Circular (as defined below).

2.2 Purchase Consideration and Valuation

¹ Alexandra Precinct, which spans 13.5 hectares and comprises high quality developments catering to a wide range of office and business park uses, is located in the Queenstown Planning Area along Alexandra Road / Telok Blangah Road and is approximately a 10-minute drive from the CBD.

² As at the Latest Practicable Date (as defined below), the committed occupancy for the Property is 99.0%.

The purchase consideration for the Acquisition and the grant of the right to use the Licensed Premises is S\$1,780.0 million (the "**Purchase Consideration**"), and was arrived at on a willing-buyer and willing-seller basis after taking into account the independent valuations of the Property.

The Manager has commissioned an independent property valuer, DTZ Debenham Tie Leung (SEA) Pte Ltd ("**DTZ**"), and the Trustee has commissioned an independent property valuer, Knight Frank Pte Ltd ("**Knight Frank**" and together with DTZ, the "**Independent Valuers**"), to value the Property as at 31 May 2016.

DTZ and Knight Frank stated that the market value of the Property is S\$1,832.0 million³ and S\$1,822.0 million⁴ respectively. In arriving at the open market value, DTZ and Knight Frank relied on the capitalisation approach and the discounted cash flow analysis method.

The Purchase Consideration of S\$1,780.0 million is at a discount of approximately 2.8% to DTZ's valuation and approximately 2.3% to Knight Frank's valuation.

2.3 Estimated Total Acquisition Cost

The Trustee has paid an option fee of S\$1 to the Vendor upon the signing of the Option Agreement. The Total Acquisition Cost is estimated to be approximately S\$1,858.5 million, comprising:

- (a) the Purchase Consideration of S\$1,780.0 million;
- (b) the Acquisition Fee which amounts to S\$8.9 million (representing an Acquisition Fee at the rate of 0.5% of the Purchase Consideration)⁵ to be paid in Units⁶; and
- (c) the estimated stamp duty, professional and other fees and expenses incurred or to be incurred by MCT in connection with the Acquisition (inclusive of the equity funding-related expenses and debt funding-related expenses) of approximately S\$69.6 million.

2.4 Interested Person Transaction and Interested Party Transaction

As at 17 June 2016, the latest practicable date prior to this announcement (the "**Latest Practicable Date**"), the Sponsor wholly owns the Manager, The HarbourFront Pte Ltd ("**HFPL**") and Sienna Pte. Ltd. ("**SPL**"). HFPL in turn wholly owns HarbourFront Place Pte. Ltd. ("**HF Place**") and HarbourFront Eight Pte Ltd ("**HF Eight**"). As such, the Sponsor is deemed to be interested in an aggregate of 819,175,283 Units held collectively by the Manager, HFPL, SPL, HF Place and HF Eight, which is equivalent to approximately 38.38% of the total number of Units in issue. Accordingly, the Sponsor is regarded as a "controlling Unitholder" of MCT under both the listing manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**", the "**Listing Manual**") and Appendix 6 of the Code on Collective Investment Schemes (the "**Property Funds Appendix**") issued by the Monetary Authority of

³ DTZ's independent valuation for the office and business park components of the Property are S\$587.0 million and S\$1,245.0 million as at 31 May 2016, respectively.

⁴ Knight Frank's independent valuation for the office and business park components of the Property are S\$587.0 million and S\$1,235.0 million as at 31 May 2016, respectively.

⁵ Under the trust deed dated 25 August 2005 constituting MCT (as amended) (the "**Trust Deed**"), the Manager is entitled to be paid an Acquisition Fee at the rate of 1.0% of the Purchase Consideration.

⁶ As the Acquisition will constitute an "interested party transaction" under the Property Funds Appendix, the Acquisition Fee will be payable in the form of Units (the "**Acquisition Fee Units**"), which shall not be sold within one year of the date of issuance, in accordance with Paragraph 5.7 of the Property Funds Appendix.

Singapore ("**MAS**"). In addition, as the Manager is a wholly-owned subsidiary of the Sponsor, the Sponsor is therefore a "controlling shareholder" of the Manager under the Listing Manual and the Property Funds Appendix.

As the Vendor is a wholly-owned subsidiary of the Sponsor, it is a subsidiary of a "controlling Unitholder" of MCT and a "controlling shareholder" of the Manager. As such, for the purposes of the Listing Manual and the Property Funds Appendix, it is an "interested person" under the Listing Manual and an "interested party" of MCT under the Property Funds Appendix.

Therefore, the Acquisition will constitute an "interested person transaction" under Chapter 9 of the Listing Manual as well as an "interested party transaction" under Paragraph 5 of the Property Funds Appendix, in respect of which the approval of unitholders of MCT ("**Unitholders**") is required.

2.5 Certain Terms and Conditions of the Option Agreement and the SPA

The Option Agreement

On 5 July 2016, the Trustee entered into the Option Agreement with the Vendor in relation to the proposed Acquisition. Pursuant to the Option Agreement, the Trustee and the Vendor are required to enter into the SPA on the day the Call Option is exercised by the Trustee, or on the day the Put Option is exercised by the Vendor (as the case may be).

(a) Call Option and Put Option

Pursuant to the Option Agreement:

- (i) in consideration of the Trustee's payment of the option fee to the Vendor, the Vendor granted to the Trustee a right (the "**Call Option**") to require the Vendor to enter into the SPA with the Trustee for the acquisition of the Property and the grant of the licence for the Licensed Premises at the Purchase Consideration and on the terms of the SPA; and
- (ii) in consideration of the mutual covenants in the Option Agreement, the Trustee granted to the Vendor a right (the "**Put Option**") to require the Trustee to enter into the SPA with the Vendor for the acquisition of the Property and the grant of the licence for the Licensed Premises at the Purchase Consideration and on the terms of the SPA.

(b) Conditions Precedent

The principal terms of the Option Agreement include the following conditions precedent (the "**Conditions Precedent**"), which are to be fulfilled before the Trustee can serve the Call Option notice on the Vendor (or the Vendor can serve the Put Option notice on the Trustee, as the case may be):

- (i) the receipt of approval in-principle of the SGX-ST for the listing and quotation of the New Units pursuant to the Equity Fund Raising, and there not having occurred any revocation or withdrawal of such approval;
- (ii) the receipt of the approval of Unitholders at an EGM to approve (1) the Acquisition which constitutes an "interested person transaction" and an "interested party transaction" within the meaning of the Listing Manual or the Property Funds Appendix, as the case may be; (2) the issue of New Units pursuant to the Equity Fund Raising; and (3) the Whitewash Resolution;

- (iii) the listing and commencement of trading of the New Units to be issued pursuant to the Equity Fund Raising;
- (iv) there being no material damage of the whole or any part of the Property; and
- (v) there being no compulsory acquisition or notice of compulsory acquisition (or intended acquisition) by the government or any other competent authority affecting the whole or any part of the land on which Mapletree Business City (Phase 1) is sited.

(c) Exercise of Call Option

The Trustee may exercise the Call Option by delivering to the Vendor the Call Option notice before the expiry of the period commencing on the date on which the last of the Conditions Precedent have been fulfilled or waived (or such other period as the Trustee and the Vendor may mutually agree in writing) and ending at 11.59 p.m. on the said date (the "**Call Option Exercise Period**").

The Trustee may not exercise the Call Option:

- (i) except during the Call Option Exercise Period;
- (ii) if the Option Agreement has been rescinded in accordance with its terms; or
- (iii) unless all the Conditions Precedent have been fulfilled or waived (as the case may be).

Upon the Trustee's exercise of the Call Option in accordance with the terms of the Option Agreement, both the Trustee and the Vendor shall be bound to enter into the SPA on the same date of such exercise.

(d) Exercise of Put Option

The Vendor may exercise the Put Option by delivering to the Trustee the Put Option notice before the expiry of the period commencing immediately after the expiry of the Call Option Exercise Period and ending at 11.59 p.m. on the calendar day immediately falling after the end of the Call Option Exercise Period (the "**Put Option Exercise Period**").

The Vendor may not exercise the Put Option:

- (i) except during the Put Option Exercise Period;
- (ii) if the Option Agreement has been rescinded in accordance with its terms;
- (iii) unless all the Conditions Precedent have been fulfilled or waived (as the case may be); or
- (iv) unless the Trustee has not served the Call Option notice on the Vendor during the Call Option Exercise Period.

Upon the Vendor's exercise of the Put Option, both the Trustee and the Vendor shall be bound to enter into the SPA on the same date of such service.

(e) Rescission of the Option Agreement

The Trustee shall be entitled to rescind the Option Agreement if, among others:

- (i) there is any material damage of the whole or any part of the Property;
- (ii) there is any compulsory acquisition or notice of compulsory acquisition (or intended acquisition) by the government or any other competent authority affecting the whole or any part of the land on which Mapletree Business City (Phase 1) is sited; or
- (iii) the Trustee does not receive satisfactory replies (in the manner contemplated in the Option Agreement) from government agencies in respect of the land on which Mapletree Business City (Phase 1) is sited.

The SPA

The principal terms of the SPA include, among others, the following:

- (a) the Purchase Consideration being satisfied fully in cash, at completion of the Acquisition ("**Completion**");
- (b) Completion being subject to the satisfaction of a number of conditions set out in the SPA including, among others:
 - (i) the receipt of approval in-principle of the SGX-ST for the listing and quotation of the New Units pursuant to the Equity Fund Raising, and there not having occurred any revocation or withdrawal of such approval;
 - (ii) the receipt of the approval of Unitholders at an EGM to approve (1) the Acquisition which constitutes an "interested person transaction" and an "interested party transaction" within the meaning of the Listing Manual or the Property Funds Appendix, as the case may be; (2) the issue of New Units pursuant to the Equity Fund Raising; and (3) the Whitewash Resolution;
 - (iii) the listing and commencement of trading of the New Units to be issued pursuant to the Equity Fund Raising;
 - (iv) the receipt by the Trustee of the proceeds of the Equity Fund Raising and/or external borrowings to fully fund the Acquisition;
 - (v) there being no material damage of the whole or any part of the Property; and
 - (vi) there being no compulsory acquisition or notice of compulsory acquisition (or intended acquisition) by the government or any other competent authority affecting the whole or any part of the land on which Mapletree Business City (Phase 1) is sited;
- (c) the Property being sold subject to and with the benefit of the occupation agreements which consist of the existing tenancies and licences in respect of the whole or any part(s) of the Property and the Licensed Premises, and the tenancy agreements and licence agreements in respect of the whole or any part(s) of the Property and the Licensed Premises, entered into by the Vendor after the date of the SPA and before Completion, in compliance with the SPA; and

- (d) on Completion, the Vendor having transferred and assigned to the Trustee all the Vendor's rights, title and interest in the Property and in the mechanical and electrical equipment by way of the grant of the Strata Lease and the grant of the licence of the Licensed Premises free from all encumbrances and, without limiting the Vendor's obligations, the Vendor having delivered to the Trustee, among others, the certificate of title (for the purposes of registration of the Strata Lease) together with a written confirmation by the Vendor's registered land surveyor that the strata certified plan in respect of the Property has been approved by the Chief Surveyor, Singapore Land Authority and the discharge instruments in respect of any encumbrances relating to the Property and the mechanical and electrical equipment.

The Completion Date is such date as may be agreed between the Vendor and the Trustee in writing from time to time, subject to fulfilment of the conditions precedents under the SPA.

3. RATIONALE AND BENEFITS OF THE ACQUISITION

The Manager believes that the Acquisition will bring the following key benefits to Unitholders:

3.1 Strategic Addition of a Property in a Large-Scale, Integrated Business Hub

(a) Strategic Location with Excellent Connectivity

The Property enjoys a prominent frontage along Pasir Panjang Road as well as excellent transport connectivity. The location is approximately a 10-minute drive from the CBD and is easily accessible from most parts of Singapore via different expressways. For commuters, the Property is directly linked via covered walkways to the Labrador Park MRT Station and other transportation nodes, as well as the other properties in the Alexandra Precinct.

(b) Quality Grade-A Building Specifications

Both the office and business park components of the Property are differentiated from most business spaces located outside the CBD, due to the Property's building specifications being comparable to Grade-A offices in the CBD.

Completed in 2010, the Property is one of the newest developments in the Alexandra/HarbourFront Micro-Market (the micro-market which runs along Keppel Viaduct from Telok Blangah Road to Pasir Panjang Road) and compares favourably to neighbouring developments.

(c) Eco-friendly and Energy-saving Features

Mapletree Business City (Phase 1) has garnered numerous local and international awards for its innovative and sustainable design. It was accredited with the prestigious BCA Green Mark Platinum certification, the highest accolade for environmentally sustainable developments in Singapore. Eco-friendly and energy-saving features are highly sought after by quality tenants and MNCs when sourcing for potential office space.

(d) Full Suite of "Work and Play" Amenities

The Property's location within the Alexandra Precinct provides tenants with an extensive mix of "work and play" amenities. Amenities in Mapletree Business City include modern conference facilities, a 294-seat auditorium, an on-site gym with a 44 metre-long heated pool, and a complementary range of food and beverage

establishments in Mapletree Business City (Phase 1). The completion of Mapletree Business City (Phase 2), which is also part of Mapletree Business City, has added food and beverage options, sporting facilities such as an outdoor running track, futsal and basketball courts, and a new garden amphitheatre for arts events and performances.

3.2 Increased Exposure to a Resilient Office Micro-Market

The office properties in the Alexandra/HarbourFront Micro-Market have historically demonstrated greater resilience in rents and vacancy rates compared to Singapore island-wide and CBD trends. The Property comprises 24.6% office space by NLA, and post-Acquisition, will increase MCT's exposure to this defensive office sub-market.

(a) Stable and Resilient Decentralised Office Market Trends

The Alexandra/HarbourFront Micro-Market is the largest decentralised office micro-market in Singapore. According to CBRE Pte. Ltd. ("**CBRE**" or the "**Independent Market Consultant**"), the Prime Alexandra/HarbourFront Basket (which generally refers to modern office buildings with good building specifications and relatively younger building age within the Alexandra/HarbourFront Micro-Market) has historically been less volatile and demonstrated greater resilience in rents.

(b) Cost-efficient Alternative to Core CBD Office

Rents for the Prime Alexandra/HarbourFront Basket offer a discount of approximately 28.8%⁷ to Grade-A Core CBD⁸ and approximately 8.5%⁷ to Grade-B Core CBD⁹ office space. Decentralisation allows CBD office tenants to enjoy significant cost savings, increase their footprint and expand their workspace in a cost-effective manner, and/or upgrade their building and space specifications to that of Grade-A Core CBD offices.

(c) Limited Competing New Office Supply

While there will be a significant increase in office supply in Singapore over the next four years, none of the new supply is located in the Alexandra/HarbourFront Micro-Market. Further, there are no plans for new office developments with Grade-A building specifications in the Alexandra/HarbourFront Micro-Market in the foreseeable future.

3.3 Exposure to the Stable and Growing Business Park¹⁰ Segment

(a) Demand Support from Decentralisation Trend

According to CBRE, there is a general trend where tenants who have traditionally taken up space in the Core CBD (which comprises four micro-markets, namely Raffles Place, Shenton Way, Marina Bay and Marina Centre) are increasingly taking up space in decentralised offices or business parks to house their non-client facing

⁷ Based on average discount of rents of Prime Alexandra/HarbourFront Basket to rents of Grade-A Core CBD offices and Grade-B Core CBD offices in the last four quarters ended 31 March 2016.

⁸ Prestigious landmark buildings occupying a prime location in the Core CBD area with a modern flexible layout and column-free floor plates in excess of 15,000 sq ft. Such buildings possess high quality furnishing, hi-tech facilities, and excellent accessibility from public transport and attract a tenant mix of premier office users.

⁹ Buildings located within the Core CBD area that generally do not meet one or more aspects of Grade-A Core CBD buildings, with technical specifications that are one grade lower than that of Grade-A Core CBD buildings.

¹⁰ Business parks are areas used or intended to be used for non-pollutive industries that engage in high technology, research and development, high value-added and knowledge intensive activities, pursuant to the Master Plan Written Statement 2014 and other guidelines issued by the Urban Redevelopment Authority of Singapore.

operations. Relocation trends tend to be driven by cost savings, expansion of space, consolidation from multiple locations and flight to quality relocation from older developments. High quality office and business park space with reasonable rents, such as the Property, will be the key beneficiary of this decentralisation trend.

(b) Business Park Closest to Singapore's CBD

The Property is the only business park in the Alexandra/HarbourFront Micro-Market. Of the five major business park complexes in Singapore, the Property is one of the newest and is the closest to the CBD.

(c) Stable Rents

The rents for business parks (both island-wide and the City Fringe Micro-Market (which comprises Mapletree Business City (Phase 1) and one-north business parks)) have historically been more stable as compared with traditional office assets.

Further, business parks located in the City Fringe Micro-Market have historically been able to command rental premiums of approximately 43.7% (on average since 2011) over the rest of the island-wide business park market. This may be attributed to the profile of tenants who are attracted by the Grade-A building specifications and proximity to the CBD. In addition, business parks in the City Fringe Micro-Market tend to be newer developments than those in the east and west regions of Singapore.

(d) Limited Competing New Business Park Supply

According to CBRE, all planned future business park supply is due for completion in 2016. Further, as new business parks require an average of three to four years for development, there is currently no visible new supply expected until 2020.

3.4 Stable and Quality Cash Flows

(a) Strong Tenant Base with High Occupancy

The Property has a robust tenant base of 29 high quality and reputable MNCs and government related entities. The tenant base has a diverse trade sector mix with a distinctly "office-like" profile. The top five tenants (by Gross Rental Income¹¹) are The Hongkong and Shanghai Banking Corporation Limited, Info-Communications Development Authority of Singapore, Samsung Asia Pte. Ltd. / Samsung Electronics Asia Holding Pte. Ltd., Unilever Asia Pte Ltd and SAP Asia Pte Ltd. The Property achieved occupancy rates of 99.1%, 100.0% and 100.0% for the years ended 31 March 2014, 2015 and 2016 respectively. As at 30 April 2016, the Property is 97.8% occupied¹².

(b) Well-Structured Leases with Embedded Organic Growth

The existing leases of the Property are well-structured with approximately 97.5% of leases (by Gross Rental Income) having built in annual rental step-ups of approximately 3.0% on average as at 30 April 2016.

¹¹ "Gross Rental Income" consists of base rental income, service charges, advertising and promotion charges (after rent rebates for rent free periods, where applicable), and turnover rent which is generally calculated as a percentage of the tenant's gross turnover.

¹² As at the Latest Practicable Date, the committed occupancy for the Property is 99.0%.

(c) Favourable and Defensive Lease Expiry Profile

The Property's leases are long-tenured, with the vast majority of the leases (88.0% by Gross Rental Income as at 30 April 2016) structured with original tenures of five to 10 years. As at 30 April 2016, the weighted average lease expiry is approximately 3.5 years (by Gross Rental Income). Approximately 62.8% of lease expiries (by Gross Rental Income) will occur in FY2019/2020 and beyond. According to CBRE, business park rents are expected to enjoy strong rental growth from 2019 onwards as the sector benefits from the expected recovery in the office market.

The Property has historically benefited from a high tenant retention rate. The tenant retention rate (by expiring NLA) for leases expiring in the year ended 31 March 2016 was 85.6%.

3.5 Attractive Valuation Characteristics

The Manager believes the Property demonstrates an attractive value proposition in the current market given the discount to independent valuations and attractive implied valuation metrics compared to other office and business park assets in Singapore.

3.6 Positive Impact on the Enlarged Portfolio¹³

(a) Improves Diversification of MCT

(i) Reduces Concentration Risk of any Single Property

Following the completion of the Acquisition, no single property will contribute more than 42.1%¹⁴ and 45.4% of MCT's Enlarged Portfolio's valuation and net property income ("NPI"), respectively.

(ii) Increases Diversification by Property Type

The Acquisition will further diversify MCT's exposure to different property types by introducing exposure to business park assets. Following the Acquisition, MCT's Enlarged Portfolio's asset valuation mix by property type will comprise 44.1% retail assets, 35.8% office assets and 20.1% business park assets.

(iii) Enhances Trade Sector Diversification

The Property's tenant base consists of tenants from a wide variety of sectors including banking and financial services, government related entities, electronics and IT services and consultancy. Following the Acquisition, the proportion of MCT's income generated from non-banking and financial services office tenants, which are traditionally less cyclical, will increase from approximately 68.9% to 72.9%, based on Gross Rental Income for the office and business park assets for the month of April 2016.

(b) Enlarged Portfolio and NPI

Upon Completion, MCT's total portfolio valuation will increase by 42.1% from S\$4,341.8 million as at 31 March 2016 to S\$6,168.8 million¹⁴. NPI will also increase

¹³ "Enlarged Portfolio" comprises VivoCity, PSA Building, Mapletree Anson, MLHF and the Property.

¹⁴ Based on the valuation of the Existing Portfolio as at 31 March 2016 and the average of the independent valuations by DTZ and Knight Frank for the Property as at 31 May 2016.

by 45.1% from S\$220.7 million to S\$320.2 million, on a pro forma basis for the year ended 31 March 2016.

(c) Expected to be NPI Yield, DPU and NAV Accretive without Income Support

The Property is proposed to be acquired at an NPI yield of approximately 5.6%¹⁵, which is higher than the Existing Portfolio¹⁶'s NPI yield of 5.1%¹⁷, without the need for any income support from the Vendor.

Based on the proposed method of funding, the Acquisition is also expected to be Distribution per Unit ("DPU") and net asset value ("NAV") accretive.

(d) Increase in Free Float and Liquidity

The New Units, when issued, are expected to increase MCT's free float of Units on the SGX-ST, potentially resulting in improved trading liquidity and benefiting Unitholders.

Given the expected increase in free float and improved trading liquidity, MCT is expected to benefit from increased demand from improved index representation.

4. THE PROPOSED ISSUE OF UP TO 795.0 MILLION NEW UNITS UNDER THE EQUITY FUND RAISING

The Manager proposes to issue up to 795.0 million New Units pursuant to the Equity Fund Raising to partially fund the cash portion of the Total Acquisition Cost (which comprises the Total Acquisition Cost less the Acquisition Fee payable in Units).

The balance of the Total Acquisition Cost would be funded with debt through bank borrowings and/or other capital market instruments. The final decision regarding the proportion of debt and equity to be employed to fund the Acquisition will be made by the Manager at the appropriate time taking into account the then prevailing market conditions to provide overall DPU and NAV accretion to Unitholders, while maintaining an optimum level of aggregate leverage.

The structure and timing of the Equity Fund Raising have not been determined. If and when the Manager decides to undertake the Equity Fund Raising, the Equity Fund Raising may (at the Manager's absolute discretion) comprise:

- (a) a private placement of New Units to institutional and other investors (the "**Private Placement**"); and/or

¹⁵ Based on NPI for FY2015/2016 over the Purchase Consideration for the Property of S\$1,780.0 million. NPI based on the Vendor's unaudited financial information on the Property for the period from 1 April 2015 to 31 March 2016 after deducting the property management fees, as if the Property was held and operated by MCT throughout the period.

¹⁶ "Existing Portfolio" comprises VivoCity, PSA Building, Mapletree Anson and MLHF.

¹⁷ Based on NPI for FY2015/2016 over the value of the Existing Portfolio as at 31 March 2016.

- (b) a non-renounceable preferential offering of New Units to the existing Unitholders on a *pro rata* basis (the "**Preferential Offering**").

The structure and time schedule of the Equity Fund Raising and the issue price of the New Units (the "**Issue Price**") will be determined in accordance with, among others, Chapter 8 of the Listing Manual. The Issue Price for New Units under the Private Placement and/or Preferential Offering will comply with Rules 811(1) and 811(5) of the Listing Manual, and will not be at more than 10.0% discount to the volume weighted average price for trades done on the SGX-ST for the full market day on which the management and underwriting agreement to be entered into between the Manager and the Joint Global Co-ordinators and Bookrunners (the "**Underwriting Agreement**") is signed, or (if trading in the Units is not available for a full market day) for the preceding market day up to the time the Underwriting Agreement is signed, excluding (where applicable) accrued distributions provided that the holders of the New Units are not entitled to the accrued distributions.

In the event that the Equity Fund Raising comprises a Private Placement and a Preferential Offering, the Issue Price of New Units pursuant to the Private Placement may differ from the Issue Price of New Units pursuant to the Preferential Offering.

The Manager has appointed DBS Bank Ltd., Goldman Sachs (Singapore) Pte. and The Hongkong and Shanghai Banking Corporation Limited, Singapore Branch as Joint Global Co-ordinators and Bookrunners to the Equity Fund Raising (the "**Joint Global Co-ordinators and Bookrunners**") and will work with the Joint Global Co-ordinators and Bookrunners to determine the structure of the Equity Fund Raising, the time schedule for the Equity Fund Raising and the Issue Price, taking into account market conditions and other factors that the Manager and the Joint Global Co-ordinators and Bookrunners may consider relevant. The Manager will announce details of the Equity Fund Raising at the appropriate time.

Further details of the Equity Fund Raising will be set out in the Circular.

4.1 Undertaking by the Sponsor

To demonstrate its support for MCT and the Equity Fund Raising, the Sponsor, which owns an aggregate interest of approximately 38.38% of the total number of Units in issue through its wholly-owned subsidiaries as at the Latest Practicable Date, has irrevocably undertaken to the Manager and the Joint Global Co-ordinators and Bookrunners on 5 July 2016 (the "**Undertaking**") that, among other things:

- (a) subject to any prohibitions or restrictions imposed by the relevant regulatory authorities (including the SGX-ST), it will vote and/or procure that its wholly-owned subsidiaries vote (in respect of all Units beneficially owned by it or its wholly-owned subsidiaries) in favour of the resolution to approve the Equity Fund Raising and such other resolutions necessary or expedient for the purposes of the Equity Fund Raising; and
- (b) in the event that the Equity Fund Raising includes a Preferential Offering, (i) it will accept, or procure the acceptance, in full of the provisional allocation of New Units under the Preferential Offering based on its entitlement; and (ii) in the event that the Equity Fund Raising includes a Private Placement in addition to the Preferential Offering, (subject to approval of the Whitewash Resolution by Independent Unitholders) it will, in addition to (i), apply for such number of excess units under the Preferential Offering ("**Sponsor Excess Units**"), so that if it is fully allotted the

Sponsor Excess Units, it would maintain its percentage unitholding at the level immediately prior to the Equity Fund Raising¹⁸.

5. THE WHITEWASH RESOLUTION IN RELATION TO THE CONCERT PARTY GROUP

The Securities Industry Council (the "**SIC**") has on 30 June 2016 granted a waiver (the "**SIC Waiver**") of the requirement by the Sponsor and the Manager to make a mandatory offer ("**Mandatory Offer**") for the remaining Units not owned or controlled by the Sponsor, the Manager and parties acting in concert with them (collectively, the "**Concert Party Group**"), in the event that they incur an obligation to make a Mandatory Offer pursuant to Rule 14 of The Singapore Code of Take-overs and Mergers (the "**Code**") as a result of:

- (a) the Sponsor's fulfilment of its obligations pursuant to the Undertaking; and
- (b) the issuance of Acquisition Fee Units.

The SIC granted the waiver subject to *inter alia*, the satisfaction of the following conditions:

- (a) a majority of Unitholders other than the Concert Party Group or parties not independent of them ("**Independent Unitholders**") present and voting at a general meeting, held before the Equity Fund Raising, approve by way of a poll, to waive their rights to receive a Mandatory Offer from the Concert Party Group (the "**Whitewash Resolution**");
- (b) the Whitewash Resolution is separate from other resolutions;
- (c) the Concert Party Group and parties not independent of them abstain from voting on the Whitewash Resolution;
- (d) the Concert Party Group did not acquire or are not to acquire any Units or instruments convertible into or options in respect of Units (other than subscriptions for, rights to subscribe for, instruments convertible into or options in respect of new Units which have been disclosed in the Circular):
 - (i) during the period between the first announcement of the Equity Fund Raising and the date Unitholders' approval is obtained for the Whitewash Resolution; and
 - (ii) in the six months prior to the announcement of the Equity Fund Raising, but subsequent to negotiations, discussions or the reaching of understandings or agreements with the directors of the Manager in relation to the Equity Fund Raising;
- (e) MCT appoints an independent financial adviser to advise Independent Unitholders on the Whitewash Resolution;
- (f) MCT sets out clearly in the Circular:
 - (i) details of the Equity Fund Raising including the Undertaking;
 - (ii) the dilution effect of the issue of the New Units and the Acquisition Fee Units

¹⁸

In the event that the Equity Fund Raising comprises a Private Placement and a Preferential Offering (which will follow after the Private Placement), the Sponsor's percentage unitholding will decrease immediately after the Private Placement as the Sponsor is not participating in the Private Placement. See Paragraph 8.1 of the Circular for further details.

- to existing Unitholders of voting rights in MCT;
- (iii) the number and percentage of voting rights in MCT as well as the number of instruments convertible into, rights to subscribe for and options in respect of Units held by the Concert Party Group as at the Latest Practicable Date;
 - (iv) the number and percentage of voting rights in MCT to be issued to the Concert Party Group upon acquisition of the New Units by the Sponsor pursuant to the Undertaking and the issuance of the Acquisition Fee Units to the Manager; and
 - (v) specific and prominent reference to the fact that Unitholders, by voting for the Whitewash Resolution, are waiving their rights to a Mandatory Offer from the Sponsor and the Manager at the highest price paid by the Sponsor, the Manager and parties acting in concert with them for Units in the six months preceding the commencement of the offer;
- (g) the Circular states that the waiver granted by SIC to the Sponsor and the Manager from the requirement to make a Mandatory Offer under Rule 14 of the Code is subject to the conditions set out in sub-paragraphs (a) to (f) above;
 - (h) MCT obtains SIC's approval in advance for the paragraphs of the Circular that refer to the Whitewash Resolution; and
 - (i) to rely on the Whitewash Resolution, the acquisition of New Units by the Sponsor pursuant to the Undertaking and the issuance of the Acquisition Fee Units to the Manager must be completed within three months of the date of approval of the Whitewash Resolution.

Pursuant to Rule 14.1(b) of the Code, except with the consent from the SIC, where any person who, together with persons acting in concert with him, holds not less than 30.0% but not more than 50.0% of the voting rights and such person, or any person acting in concert with him, acquires in any period of six months additional Units which carry more than 1.0% of the voting rights, such person must extend offers immediately, on the basis set out in Rule 14 of the Code, to the holders of Units. In addition to such person, each of the principal members of the group of persons acting in concert with him may, according to the circumstances of the case, have the obligation to extend an offer.

In the event that the Equity Fund Raising comprises a Private Placement and a Preferential Offering (which will follow after the Private Placement), the Sponsor's percentage unitholding will decrease in the interim immediately after the Private Placement (as the Sponsor is not participating in the Private Placement), and increase after the Preferential Offering. The exact percentage increase following the Preferential Offering would depend on the overall level of acceptances and excess applications by Unitholders for the Preferential Offering, as in compliance with Rule 877(10) of the Listing Manual, the Sponsor, amongst others, will rank last in the allocation of excess unit applications. In the event that the Sponsor is allotted in full its application for the Sponsor Excess Units, the Sponsor's holdings will return to its percentage unitholding immediately prior to the Equity Fund Raising, the increase of which could exceed 1.0%. Accordingly, this may trigger a requirement for the Concert Party Group to make a Mandatory Offer for MCT pursuant to Rule 14 of the Code unless the Whitewash Resolution is obtained from Independent Unitholders.

It should be noted that the increase of the Sponsor's percentage unitholding upon completion of the Preferential Offering will be purely due to a time gap between the completion dates of

the Private Placement and the Preferential Offering. Taking the Equity Fund Raising as a whole, the Sponsor's percentage unitholding immediately after the Equity Fund Raising (excluding the Acquisition Fee Units to be issued) will actually be equal to or lower than its percentage unitholding immediately prior to the Equity Fund Raising.

Further details of the Whitewash Resolution are set out in the Circular.

6. THE FINANCIAL EFFECTS OF THE ACQUISITION

Further information relating to the financial effects of the Acquisition are set out in the Circular.

7. OTHER INFORMATION

7.1 Interests of Directors and Substantial Unitholders

As at the Latest Practicable Date, certain directors of the Manager collectively held an aggregate direct and indirect interest in 4,608,000 Units.

Mr. Tsang Yam Pui is a member of the Sponsor Board and is a member of the Audit and Risk Committee of the Sponsor. Mr. Hiew Yoon Khong is the Executive Director of the Sponsor Board and the Group Chief Executive Officer of the Sponsor. Mr. Wong Mun Hoong is the Group Chief Financial Officer of the Sponsor. Ms. Amy Ng Lee Hoon is the Regional Chief Executive Officer, Group Retail and Singapore Commercial of the Sponsor. Ms. Lim Hwee Li Sharon is the Chief Executive Officer and Executive Director of the Manager, a wholly-owned subsidiary of the Sponsor.

Based on the Register of Directors' Unitholdings maintained by the Manager, the Directors' direct or deemed interests in the Units as at the Latest Practicable Date are as follows:

Name of Director	Direct Interest		Deemed Interest		Total no. of Units held	% ⁽¹⁾
	No. of Units	% ⁽¹⁾	No. of Units	% ⁽¹⁾		
Mr. Tsang Yam Pui	-	-	340,000	0.016	340,000	0.016
Ms. Kwa Kim Li	-	-	20,000	0.0009	20,000	0.0009
Mrs. Jennifer Loh	340,000	0.016	-	-	340,000	0.016
Mr. Kan Shik Lum	-	-	-	-	-	-
Mr. Koh Cheng Chua	-	-	-	-	-	-
Mr. Premod P. Thomas	-	-	-	-	-	-
Mr. Hiew Yoon Khong	489,000	0.023	2,860,000	0.134	3,349,000	0.157
Mr. Wong Mun Hoong	-	-	-	-	-	-

Ms. Amy Ng Lee Hoon	543,000	0.025	-	-	543,000	0.025
Ms. Lim Hwee Li Sharon	16,000	0.0007	-	-	16,000	0.0007

Note:

- (1) The percentage is based on 2,134,250,876 Units in issue in MCT as at the Latest Practicable Date.

Based on the Register of Substantial Unitholders¹⁹, Unitholdings maintained by the Manager, the Substantial Unitholders of MCT and their interests in the Units as at the Latest Practicable Date are as follows:

Name of Substantial Unitholders	Direct Interest		Deemed Interest		Total no. of Units held	% ⁽¹⁾
	No. of Units	% ⁽¹⁾	No. of Units	% ⁽¹⁾		
Temasek Holdings (Private) Limited ("Temasek") ⁽²⁾	-	-	822,828,521	38.55	822,828,521	38.55
Fullerton Management Pte Ltd ("Fullerton") ⁽³⁾	-	-	819,175,283	38.38	819,175,283	38.38
Mapletree Investments Pte Ltd ⁽⁴⁾	-	-	819,175,283	38.38	819,175,283	38.38
The HarbourFront Pte. Ltd. ("HFPL") ⁽⁵⁾	109,890,110	5.15	634,509,890	29.73	744,400,000	34.88
HarbourFront Place Pte. Ltd. ("HF Place")	353,409,091	16.56	-	-	353,409,091	16.56
HarbourFront Eight Pte Ltd ("HF Eight")	281,100,799	13.17	-	-	281,100,799	13.17
AIA Group Limited ⁽⁶⁾	-	-	134,573,352	6.31	134,573,352	6.31

¹⁹ "Substantial Unitholders" refer to persons with an interest in Units constituting not less than 5.0% of all Units in issue.

AIA Company, Limited ("AIACL") ⁽⁶⁾	138,456	0.006	134,434,896	6.30	134,573,352	6.31
Schroders plc ⁽⁷⁾	-	-	125,092,078	5.86	125,092,078	5.86

Notes:

- (1) The percentage is based on 2,134,250,876 Units in issue in MCT as at the Latest Practicable Date.
- (2) Temasek is deemed to be interested in the 109,890,110 Units held by HFPL, 353,409,091 Units held by HF Place, 281,100,799 Units held by HF Eight, 37,669,000 Units held by SPL, 37,106,283 Units held by the Manager. HFPL, HF Place, HF Eight, SPL and the Manager are wholly-owned subsidiaries of the Sponsor, which is in turn a wholly-owned subsidiary of Fullerton. Fullerton is a wholly-owned subsidiary of Temasek. Temasek is also deemed to be interested in the 3,381,538 Units in which its associated company has direct or deemed interests.
- (3) Fullerton, through its shareholding in the Sponsor, is deemed to be interested in 109,890,110 Units held by HFPL, 353,409,091 Units held by HF Place, 281,100,799 Units held by HF Eight, 37,669,000 Units held by SPL, and 37,106,283 Units held by the Manager.
- (4) The Sponsor is deemed to be interested in 109,890,110 Units held by HFPL, 353,409,091 Units held by HF Place, 281,100,799 Units held by HF Eight, 37,669,000 Units held by SPL, and 37,106,283 Units held by the Manager.
- (5) HFPL, as the holding company of HF Place and HF Eight, is deemed to be interested in 353,409,091 Units held by HF Place and 281,100,799 Units held by HF Eight.
- (6) AIA Group Limited, as holding company of AIACL, is deemed to be interested in the Units held by its subsidiaries. AIACL, as holding company of AIA Singapore Private Limited and AIA International Limited, is deemed to be interested in the 134,434,896 Units held by AIA Singapore Private Limited and AIA International Limited.
- (7) Schroders plc is deemed to be interested in the 125,092,078 Units held by Schroders Investment Management Group which purchase shares on behalf of the clients as Investment Manager.

Save as disclosed above and based on information available to the Manager as at the Latest Practicable Date, none of the directors of the Manager ("**Directors**") or the Substantial Unitholders has an interest, direct or indirect, in the Acquisition.

7.2 Directors' Service Contracts

No person is proposed to be appointed as a Director of the Manager in relation to the Acquisition or any other transactions contemplated in relation to the Acquisition.

7.3 Relative Figure computed on the Basis set out in Rules 1006(b) and 1006(c) of the Listing Manual

The relative figures for the Acquisition computed on the applicable bases set out in Rules 1006(b) and 1006(c) of the Listing Manual are as follows:

- (a) the net profits attributable to the assets acquired, compared with MCT's net profits; and
- (b) the aggregate value of the consideration given, compared with MCT's market capitalisation.

Comparison of	Property	MCT	Relative figure (%)
Net Property Income (S\$ million)	99.5 ⁽¹⁾	220.7 ⁽²⁾	45.1

Purchase Consideration against market capitalisation (S\$ million)	1,780.0	3,222.7 ⁽³⁾	55.2
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Notes:

- (1) Based on the Vendor's unaudited financial information for the Property for the period from 1 April 2015 to 31 March 2016 after deducting the property management fees, as if the Property was held and operated by MCT throughout the period.
- (2) Based on MCT's audited financial statements for the period from 1 April 2015 to 31 March 2016.
- (3) The figure is based on the closing price of S\$1.510 per Unit on SGX-ST as at 4 July 2016, being the market day immediately prior to the entry of the Option Agreement.

The relative figures of the number of Units issued by MCT as consideration for the Acquisition compared with the number of Units previously in issue as set out in Rule 1006(d) of the Listing Manual does not apply in relation to the Acquisition as no Units will be issued to the Vendor as consideration for the Acquisition.

Although the relative figures computed based on Rules 1006(b) and 1006(c) of the Listing Manual exceed 20.0%, the Manager is of the view that the Acquisition is in the ordinary course of MCT's business as the Property being acquired is within the investment policy of MCT and does not change the risk profile of MCT. As such, the specific approval of Unitholders for the Acquisition pursuant to Rule 1014 of the Listing Manual is not required. Nonetheless, as the Acquisition is an "interested person transaction" under Chapter 9 of the Listing Manual as well as an "interested party transaction" under Paragraph 5 of the Property Funds Appendix, the Acquisition will still be subject to the specific approval of Unitholders.

7.4 Opinion of the Independent Financial Adviser and Statement of the Independent Directors and the Audit and Risk Committee Statement

The Manager has appointed Australia and New Zealand Banking Group Limited, Singapore Branch ("**ANZ**", the "**IFA**") to advise the independent directors of the Manager (the "**Independent Directors**"), the Audit and Risk Committee and the Trustee on whether the Acquisition, the Licence Agreement, the Shared Services Agreement and the Ancillary Tenancy and Licence Agreements are based on normal commercial terms and not prejudicial to the interests of MCT and the minority Unitholders.

The opinion of the IFA and the Independent Directors on the Acquisition (after taking into account the opinion of the IFA) are set out in the Circular.

The Manager has appointed ANZ as the independent financial adviser to advise the Independent Directors on whether the Whitewash Resolution is fair and reasonable.

The opinion of the IFA and the Independent Directors on the Whitewash Resolution (after taking into account the opinion of the IFA) are set out in the Circular.

8. APPROVAL IN-PRINCIPLE

The Manager is pleased to announce that approval in-principle was received on 4 July 2016 from the SGX-ST for the listing of, dealing in, and quotation on the Main Board of the SGX-ST of up to 795.0 million New Units which are proposed to be issued pursuant to the Equity Fund Raising and up to 7.15 million Acquisition Fee Units.

The SGX-ST's approval in-principle is subject to, *inter alia*, compliance with the SGX-ST's listing requirements. The SGX-ST's approval in-principle is not to be taken as an indication of the merits of the Private Placement, the Preferential Offering, the New Units, MCT and/or its subsidiaries.

9. DOCUMENTS FOR INSPECTION

Copies of the following documents are available for inspection during normal business hours at the registered office of the Manager (by prior appointment) at 10 Pasir Panjang Road #13-01 Mapletree Business City, Singapore 117438 from the date of this announcement up to and including the date falling three months after the date of the Circular:

- (a) the Option Agreement (which contains the form of the SPA);
- (b) the Ancillary Tenancy and Licence Agreements;
- (c) the full valuation report of the Property dated 31 May 2016 by DTZ;
- (d) the full valuation report of the Property dated 24 June 2016 by Knight Frank;
- (e) the Independent Market Research Report by CBRE;
- (f) the Independent Reporting Auditor's Report on the Profit Forecast;
- (g) the IFA Letter; and
- (h) the written consents of each of the IFA, PricewaterhouseCoopers LLP (the "**Independent Reporting Auditor**"), the Independent Market Consultant and the Independent Valuers.

The Trust Deed will also be available for inspection at the registered office of the Manager for so long as MCT is in existence.

10. FURTHER DETAILS

The Manager has issued a circular dated 5 July 2016 (the "**Circular**"), setting out the details of, and other relevant information in relation to, the Acquisition, the Equity Fund Raising, and the Whitewash Resolution, together with a notice for convening an extraordinary general meeting of Unitholders for the purposes of seeking Unitholders' approval for the proposed Acquisition, the Equity Fund Raising, and the Whitewash Resolution.

A copy of the Circular is also available on the website of MCT at www.mapletreecommercialtrust.com and the website of the Singapore Exchange Securities Trading Limited at www.sgx.com.

Unitholders who have not received the Circular within 10 days from the date hereof should contact the Manager at the following address:

Mapletree Commercial Trust Management Ltd.
10 Pasir Panjang Road
#13-01 Mapletree Business City
Singapore 117438
Tel: +65 6377 6111
Email: enquiries_mct@mapletree.com.sg

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

Important Notice

The value of Units in MCT and the income derived from them may fall as well as rise. Units are not obligations of, deposits in, or guaranteed by the Manager, or any of its affiliates. An investment in Units is subject to investment risks, including the possible loss of the principal amount invested.

Investors have no right to request the Manager to redeem their Units while the Units are listed. It is intended that unitholders of MCT may only deal in their Units through trading on the SGX-ST. Listing of the Units on the SGX-ST does not guarantee a liquid market for the Units.

This announcement is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for Units. The past performance of MCT and the Manager is not necessarily indicative of the future performance of MCT and the Manager.

This announcement may contain forward-looking statements that involve 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 similar developments, shifts in expected levels of property rental income, changes in operating expenses (including employee wages, benefits and training costs), property expenses and governmental and public policy changes. Investors are cautioned not to place undue reliance on these forward-looking statements, which are based on the Manager's view of future events.

This announcement does not constitute an offer of securities in the United States or any other jurisdiction. Any proposed issue of new Units described in this announcement and the Circular will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**") or under the securities laws of any state or other jurisdiction of the United States, and any such new Units may not be offered or sold within the United States except pursuant to an exemption from, or transactions not subject to, the registration requirements of the Securities Act and in compliance with any applicable state securities laws. The Manager does not intend to conduct a public offering of any securities of MCT in the United States.