



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

ANNOUNCEMENT

LAUNCH OF EQUITY FUND RAISING TO RAISE GROSS PROCEEDS OF NO LESS THAN S\$902.3 MILLION TO PARTIALLY FUND THE ACQUISITION OF MAPLETREE BUSINESS CITY (PHASE 2) AND THE COMMON PREMISES

Capitalised terms used herein, but not otherwise defined, shall having the meanings ascribed to them in the circular of Mapletree Commercial Trust dated 27 September 2019 (the "Circular").

1. INTRODUCTION

16 October 2019 - Mapletree Commercial Trust Management Ltd., in its capacity as manager of Mapletree Commercial Trust ("MCT", and the manager of MCT, the "Manager"), is proposing an equity fund raising comprising an offering of 406,482,840 new units in MCT (the "New Units") to raise gross proceeds of no less than S\$902.3 million¹ by way of:

- (a) a private placement of 200,893,000 New Units at an issue price of between S\$2.240 and S\$2.280 per New Unit (the "Private Placement Issue Price Range") to raise gross proceeds of no less than S\$450.0 million (the "Private Placement"); and
- (b) a pro-rata and non-renounceable preferential offering of 205,589,840 New Units on the basis of 71 New Units for every 1,000 existing units in MCT ("Existing Units") to be held as at 5.00 p.m. on 24 October 2019 (the "Books Closure Date") to Entitled Unitholders (as described in paragraph 8 below) at an issue price of between S\$2.200 and S\$2.240 per New Unit (the "Preferential Offering Issue Price Range") (fractions of a New Unit to be disregarded) to raise gross proceeds of no less than S\$452.3 million (the "Preferential Offering"),

(together, the "Equity Fund Raising").

The Private Placement Issue Price Range represents a discount of between:

- (a) 4.6% and 2.9% to the volume weighted average price ("VWAP") of S\$2.3484 per unit in MCT ("Unit") of all trades in the Units on Singapore Exchange Securities Trading Limited (the "SGX-ST") for the preceding Market Day² on 15 October 2019 up to the time the Underwriting Agreement (as defined below) was signed on 16 October 2019; and

1 Calculated based on S\$2.240 per New Unit for the Private Placement (the "Minimum Private Placement Issue Price") and S\$2.200 per New Unit for the Preferential Offering (the "Minimum Preferential Offering Issue Price").

2 "Market Day" refers to a day on which the SGX-ST is open for securities trading.

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- (b) (for illustrative purposes only) 3.4% and 1.7% to the adjusted VWAP (“**Adjusted VWAP**”³) of S\$2.3192 per Unit.

The Preferential Offering Issue Price Range represents a discount of between:

- (a) 6.3% and 4.6% to the VWAP of S\$2.3484 per Unit; and
- (b) (for illustrative purposes only) 5.1% and 3.4% to the Adjusted VWAP of S\$2.3192 per Unit.

The issue price per New Unit for the Private Placement (the “**Private Placement Issue Price**”) will be determined by the Manager and the Joint Bookrunners (as defined herein) following a book-building process, and will be announced by the Manager thereafter via SGXNET. The issue price per New Unit for the Preferential Offering (the “**Preferential Offering Issue Price**”) will be determined once the Private Placement Issue Price has been determined.

Citigroup Global Markets Singapore Pte. Ltd., DBS Bank Ltd. and UBS AG, Singapore Branch have been appointed as the joint global co-ordinators and bookrunners for the Equity Fund Raising (the “**Joint Bookrunners**”) on the terms and subject to the conditions of the underwriting agreement entered into on 16 October 2019 between the Manager and the Joint Bookrunners (the “**Underwriting Agreement**”).

The Equity Fund Raising shall be subject to certain conditions precedent more particularly set out in the Underwriting Agreement.

In relation to the Preferential Offering, Mapletree Investments Pte Ltd (the “**Sponsor**”) has provided an irrevocable undertaking to the Manager and the Joint Bookrunners, the details of which are set out in paragraph 9 below.

2. THE ACQUISITION OF MAPLETREE BUSINESS CITY (PHASE 2) AND THE COMMON PREMISES

The Manager has obtained the approval of unitholders of MCT (“**Unitholders**”) at the extraordinary general meeting held on 15 October 2019 (the “**EGM**”) in respect of the proposed acquisition (the “**Acquisition**”) by MCT of the entire issued and paid up share capital of Mapletree Business City Pte. Ltd. (“**MBCPL**”) from Heliconia Realty Pte Ltd as an interested person transaction. MBCPL owns (i) Mapletree Business City (Phase 2) located at 40, 50, 60, 70 and 80 Pasir Panjang Road, Singapore 117383/117384/117385/117371/117372 including the common property (carpark, landscape areas, driveways and walkways) (“**Mapletree Business City (Phase 2)**”) and (ii) the common carpark, multi-purpose hall, retail area and common property (including the landscape areas, driveways and walkways) located at 10, 20, 30 Pasir Panjang Road Singapore 117438/117439/117440 (the “**Common Premises**”, and together with Mapletree Business City (Phase 2), the “**Property**”).

The Property, together with the office and business park complex located at 10, 20, 30 Pasir Panjang Road Singapore 117438/117439/117440, which is currently owned by MCT, (“**Mapletree Business City (Phase 1)**”, and together with the Property, “**Mapletree Business City Development**”), is one of the largest integrated office and business park developments in

3 The “**Adjusted VWAP**” is computed based on the VWAP of all trades in the Units on the SGX-ST for the preceding Market Day on 15 October 2019 and subtracting the estimated Cumulative Distribution (as defined below) of approximately 2.925 Singapore cents per Unit (being the mid-point of the estimated Cumulative Distribution Range (as defined below)). This amount is only an estimate based on information currently available to the Manager and the actual Cumulative Distribution may differ and will be announced on a later date.

Singapore with Grade A building specifications. Mapletree Business City Development has excellent transport connectivity and is approximately a 10-minute drive from the CBD. It is well served by major roads and expressways such as the West Coast Highway, the Ayer Rajah Expressway and the Marina Coastal Expressway. Extensive bus services run through the surrounding area. All blocks in Mapletree Business City Development are linked by elevated covered walkways, which also provide connectivity to the adjacent PSA Building, as well as Labrador Park MRT Station.

As stated in paragraph 3 of the Circular, the Manager believes that the Acquisition will bring the following key benefits to Unitholders:

- owning the workplace of the future;
- asset class provides steady rental growth at low volatility;
- stable cashflows with embedded rental growth from high quality tenants;
- further enhances MCT's portfolio; and
- attractive valuation and NPI, DPU and NAV accretive.

Please refer to the Circular for further details, including the rationale of the Acquisition.

3. USE OF PROCEEDS

Subject to relevant laws and regulations, the Manager intends to use the gross proceeds of no less than S\$902.3 million⁴ from the Equity Fund Raising in the following manner:

- (a) approximately S\$884.9 million (which is equivalent to 98.1% of the gross proceeds of the Equity Fund Raising) to partially fund the Total Consideration; and
- (b) approximately S\$17.4 million (which is equivalent to 1.9% of the gross proceeds of the Equity Fund Raising) to pay the estimated stamp duty, professional and other fees and expenses, incurred or to be incurred by MCT in connection with the Acquisition, the Equity Fund Raising and the New Loan Facilities.

The balance of the Total Acquisition Cost will be funded from the drawdown of the New Loan Facilities and/or existing loan facilities granted to MCT.

Notwithstanding its current intention, the Manager may, subject to relevant laws and regulations, utilise the net proceeds of the Equity Fund Raising at its absolute discretion for other purposes, including without limitation, the repayment of existing indebtedness and for funding capital expenditures.

The Manager will make periodic announcements on the utilisation of the net proceeds of the Equity Fund Raising via SGXNET as and when such funds are materially disbursed and whether such a use is in accordance with the stated use and in accordance with the percentage allocated. Where proceeds are to be used for working capital purposes, the Manager will disclose a breakdown with specific details on the use of proceeds for working capital in MCT's announcements on the use of proceeds and in MCT's annual report and where there is any material deviation from the stated use of proceeds, the Manager will announce the reasons for

⁴ Assuming that the New Units issued pursuant to the Private Placement are issued at the Minimum Private Placement Issue Price and the New Units issued pursuant to the Preferential Offering are issued at the Minimum Preferential Offering Issue Price.

such deviation.

Pending the deployment of the net proceeds of the Equity Fund Raising, the net proceeds may, subject to relevant laws and regulations, be deposited with banks and/or financial institutions, or to be used to repay outstanding borrowings or for any other purpose on a short-term basis as the Manager may, in its absolute discretion, deem fit.

4. RATIONALE FOR THE EQUITY FUND RAISING

As stated in paragraph 4.3 of the Circular, given the size of the Total Acquisition Cost, the Manager's aim to maintain a well-balanced capital structure, and the borrowing limit imposed by the Monetary Authority of Singapore on property funds such as MCT, the Manager believes that the Equity Fund Raising is an efficient and overall beneficial method of raising funds to finance the Total Acquisition Cost.

5. AUTHORITY TO ISSUE NEW UNITS

The Manager has obtained the approval of Unitholders at the EGM for the issue of the New Units pursuant to the Equity Fund Raising.

6. ELIGIBILITY TO PARTICIPATE IN THE PRIVATE PLACEMENT

The offer of New Units under the Private Placement will be made to eligible institutional, accredited and other investors.

The New Units to be offered under the Private Placement have not been and will not be registered under the United States Securities Act of 1933, as amended (the '**Securities Act**') or the securities laws of any state or jurisdiction of the United States of America (the '**United States**'), or under the securities laws of any other jurisdiction, and may not be offered, sold, resold, granted, delivered, allotted, taken up or transferred, directly or indirectly, in the United States or any other jurisdiction except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws.

The Manager, along with the Joint Bookrunners, reserve the absolute discretion in determining whether to allow such participation as well as the persons who may be allowed to do so.

7. DETAILS OF THE PREFERENTIAL OFFERING

In connection with the Preferential Offering, the Manager intends to issue 205,589,840 New Units at the Preferential Offering Issue Price to Entitled Unitholders on the basis of 71 New Units for every 1,000 Existing Units held (fractions of a New Unit to be disregarded) as at the Books Closure Date in order to raise gross proceeds of no less than S\$452.3 million.

As the Preferential Offering is made on a non-renounceable basis, the provisional allotments of New Units cannot be renounced in favour of a third party or traded on the SGX-ST. Each Entitled Unitholder will be provisionally allotted the New Units under the Preferential Offering on the basis of their unitholdings in MCT as at the Books Closure Date. In this regard, fractions of a New Unit will be disregarded.

Entitled Unitholders are at liberty to accept or decline their provisional allotments of New Units and are eligible to apply for additional New Units in excess of their provisional allotments under the Preferential Offering (“**Excess New Units**”). Entitled Unitholders are prohibited from trading, transferring, assigning or otherwise dealing with (in full or in part) their (a) provisional allotments of New Units or (b) eligibility to apply for Excess New Units.

The New Units represented by the provisional allotments of (i) Entitled Unitholders who decline or do not accept, in full or in part, their provisional allotments of New Units under the Preferential Offering and/or (ii) ineligible Unitholders, may be issued to satisfy applications for Excess New Units as the Manager may, in its absolute discretion, deem fit. In the allotment of Excess New Units, preference will be given to the rounding of odd lots. Directors of the Manager and substantial Unitholders who have control or influence over MCT or the Manager in connection with the day-to-day affairs of MCT or the Manager or the terms of the Preferential Offering, or have representation (direct or through a nominee) on the board of directors of the Manager will rank last in priority for the rounding of odd lots and allotment of Excess New Units.

8. ELIGIBILITY TO PARTICIPATE IN THE PREFERENTIAL OFFERING

Entitled Unitholders. Only Entitled Depositors (as defined below) and Entitled QIBs (as defined below) are eligible to participate in the Preferential Offering.

Entitled Depositors. “**Entitled Depositors**” are Unitholders with Units standing to the credit of their respective securities accounts with The Central Depository (Pte) Limited (“**CDP**”) as at the Books Closure Date (“**Depositors**”) and (a) whose registered addresses with CDP are in Singapore as at the Books Closure Date; or (b) who have at least three Market Days prior to the Books Closure Date provided CDP with addresses in Singapore for the service of notices and documents, but exclude, subject to certain exceptions, Unitholders located, resident or with a registered address outside of Singapore. Entitled Depositors will be provisionally allotted with New Units under the Preferential Offering on the basis of 71 New Units for every 1,000 Existing Units then standing to the credit of their securities accounts with CDP (fractions of a New Unit to be disregarded).

Entitled QIBs. “**Entitled QIBs**” are qualified institutional buyers (as defined in Rule 144A under the Securities Act) that meet certain requirements which will be specified in the Instruction Booklet (as defined below).

Foreign Unitholders. The making of the Preferential Offering may be prohibited or restricted in certain jurisdictions under their relevant securities laws. Thus, for practical reasons and in order to avoid any violation of applicable securities laws outside Singapore, the Preferential Offering will not be extended to Unitholders whose registered addresses with CDP are outside Singapore, and who have not, at least three Market Days prior to the Books Closure Date, provided CDP with addresses in Singapore for the service of notices and documents. Unitholders whose registered addresses with CDP are outside Singapore and who wish to participate in the Preferential Offering will have to provide CDP with addresses in Singapore for the service of notices and documents at least three Market Days prior to the Books Closure Date.

Details of the Preferential Offering and procedures for acceptance of and payment of provisional allocations of New Units under the Preferential Offering by Unitholders whose registered addresses with CDP are in Singapore will be set out in an instruction booklet to be despatched to Entitled Unitholders in due course (the “**Instruction Booklet**”). A further announcement on the despatch will be made by the Manager at the appropriate time.

For the avoidance of doubt, even if a Unitholder has provided a Singapore address as aforesaid, the offer of New Units under the Preferential Offering to him will be subject to compliance with applicable securities laws outside Singapore. The Manager, along with the Joint Bookrunners, reserves the absolute discretion whether to allow such participation as well as the persons who may be allowed to do so.

Notwithstanding the foregoing, the Manager may in its sole discretion determine whether to allow the participation in the Preferential Offering by Unitholders who are located, resident or with a registered address outside of Singapore, subject to and in compliance with the applicable securities and other laws of the relevant jurisdiction.

The New Units to be offered under the Preferential Offering have not been and will not be registered under the Securities Act or the securities laws of any state or jurisdiction of the United States, or under the securities laws of any other jurisdiction, and may not be offered, sold, resold, granted, delivered, allotted, taken up or transferred, directly or indirectly, in the United States or any other jurisdiction except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws.

9. COMMITMENT BY THE SPONSOR

To demonstrate its support for MCT and the Equity Fund Raising, the Sponsor, which owns an aggregate interest of approximately 34.3% of the total number of Units in issue through its wholly-owned subsidiaries as at the date of this announcement, has provided an irrevocable undertaking (the “**Undertaking**”) to the Manager and the Joint Bookrunners that it will:

- (a) accept, or procure that its subsidiaries (the “**Relevant Entities**”), accept, subscribe and pay in full for, its and the Relevant Entities’ total provisional allocation of New Units under the Preferential Offering based on their entitlements; and
- (b) apply for, and/or procure the application of, such number of Excess New Units (the “**Sponsor Excess New Units**”) under the Preferential Offering, so that if it and/or the Relevant Entities are fully allotted the Sponsor Excess New Units, it would maintain its percentage unitholding at the level immediately prior to the Equity Fund Raising.

10. STATUS OF THE NEW UNITS

10.1 Entitlement to Cumulative Distribution

MCT’s policy is to distribute its distributable income on a quarterly basis to Unitholders. On 15 October 2019, the Manager announced a quarterly distribution of 2.32 Singapore cents per Unit for the period from 1 July 2019 to 30 September 2019 (“**2Q FY2019/20 Distribution**”).

In connection with the Private Placement, the Manager intends to declare, in respect of the Existing Units, an advanced distribution for the period from 1 October 2019 to the date immediately prior to the date on which the New Units are issued pursuant to the Private Placement (the “**Advanced Distribution**”, and together with the 2Q FY2019/20 Distribution, the “**Cumulative Distribution**”). The quantum of distribution per Unit under the Cumulative Distribution (comprising the 2Q FY2019/20 Distribution and the Advanced Distribution) is currently estimated to be between 2.90 Singapore cents to 2.95 Singapore cents (the “**Cumulative Distribution Range**”). A further announcement

on the actual quantum of the Cumulative Distribution will be made by the Manager in due course.

The New Units pursuant to the Private Placement are expected to be issued on or around 25 October 2019. The Advanced Distribution is intended to ensure that the distribution accrued by MCT up to the day immediately preceding the date of issue of the New Units pursuant to the Private Placement (which at this point, will be entirely attributable to the Existing Units) is only distributed in respect of the Existing Units, and is being proposed as a means to ensure fairness to holders of the Existing Units.

The next distribution following the Cumulative Distribution will comprise MCT's distributable income for the period from the day the New Units are issued pursuant to the Private Placement to 31 December 2019 (the "**Relevant Period Distribution**"). Quarterly distributions will resume thereafter.

10.2 Status of New Units issued pursuant to the Private Placement

The New Units issued pursuant to the Private Placement will, upon issue, rank *pari passu* in all respects with the Units in issue on the day immediately prior to the date on which the New Units are issued pursuant to the Private Placement, other than in respect of the Cumulative Distribution and the eligibility to participate in the Preferential Offering.

For the avoidance of doubt, the holders of the New Units to be issued pursuant to the Private Placement will not be entitled to the Cumulative Distribution and will not be eligible to participate in the Preferential Offering.

10.3 Status of New Units issued pursuant to the Preferential Offering

The New Units issued pursuant to the Preferential Offering will, upon issue, rank *pari passu* in all respects with the Units in issue on the day immediately prior to the date on which the New Units are issued pursuant to the Preferential Offering, including the right to the Relevant Period Distribution as well as all distributions thereafter, other than in respect of the Cumulative Distribution.

For the avoidance of doubt, the holders of the New Units to be issued pursuant to the Preferential Offering will not be entitled to the Cumulative Distribution.

11. APPROVAL IN-PRINCIPLE

Approval in-principle for the New Units has been obtained from the SGX-ST.

The SGX-ST's approval in-principle is not to be taken as an indication of the merits of the Equity Fund Raising, the New Units, the New Units issued pursuant to the Private Placement, the New Units issued pursuant to the Preferential Offering, MCT and/or its subsidiaries.

The SGX-ST's approval in-principle is subject to:

- (a) in respect of the Private Placement,
 - (i) compliance with the SGX-ST's listing requirements;
 - (ii) Unitholders' approval of the Equity Fund Raising; and
 - (iii) submission of:

- (1) a written undertaking from the Manager that it will comply with Rules 704(30) and 1207(20) of the Listing Manual in relation to the use of proceeds from the Private Placement and where proceeds are to be used for working capital purposes, MCT will disclose a breakdown with specific details on the use of proceeds for working capital in its announcements on use of proceeds and in the annual report;
 - (2) a written undertaking from the Manager that it will comply with Rule 803 of the Listing Manual;
 - (3) written undertakings from the Joint Bookrunners that they will ensure that MCT will comply with Rule 803 of the Listing Manual;
 - (4) a written confirmation from the Manager that it will not issue the New Units to persons prohibited under Rule 812(1) of the Listing Manual; and
 - (5) written confirmations from the Joint Bookrunners that the New Units will not be placed out to persons prohibited under Rule 812(1) of the Listing Manual; and
- (b) in respect of the Preferential Offering,
- (i) compliance with the SGX-ST's listing requirements;
 - (ii) Unitholders' approval of the Equity Fund Raising; and
 - (iii) submission of:
 - (1) a written undertaking from the Manager that it will comply with Rules 704(30), 815 and 1207(20) of the Listing Manual in relation to the use of proceeds from the Preferential Offering and where proceeds are to be used for working capital purposes, MCT will disclose a breakdown with specific details on the use of proceeds for working capital in its announcements on use of proceeds and in the annual report;
 - (2) a written undertaking from the Manager that it will comply with Rule 877(10) of the Listing Manual with regard to the allotment of any excess New Units; and
 - (3) a written confirmation from the financial institution as required under Rule 877(9) of the Listing Manual that the Unitholders who have given irrevocable undertakings to subscribe for the Preferential Offering Units, have sufficient financial resources to fulfil their obligations under their undertakings.

12. INDICATIVE TIMETABLE

Launch of the Private Placement	: Wednesday, 16 October 2019
Close of the Private Placement	: Wednesday, 16 October 2019
Books Closure Date for entitlement to the Cumulative Distribution and eligibility to participate in the Preferential Offering	: Thursday, 24 October 2019 at 5.00 p.m.

Listing of New Units pursuant to the Private Placement : Friday, 25 October 2019 at 9.00 a.m.

Opening date and time for the Preferential Offering : Wednesday, 30 October 2019 at 9.00 a.m.
(9.00 a.m. for Electronic Applications)

Last date and time for acceptance, application (if applicable) and payment for provisional allotments of New Units and Excess New Units pursuant to the Preferential Offering : Thursday, 7 November 2019 at 5.00 p.m.
(9.30 p.m. for Electronic Applications)

Listing of New Units pursuant to the Preferential Offering : Friday, 15 November 2019 at 9.00 a.m.

Payment of Cumulative Distribution : On or around Thursday, 21 November 2019

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

This announcement is not for distribution, directly or indirectly, in or into the United States and is not an offer of securities for sale in the United States or any other jurisdictions.

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 in the United States or any other jurisdiction. 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 is not for release, publication or distribution, directly or indirectly, in or into the United States, European Economic Area, Canada, Japan or Australia, and should not be distributed, forwarded to or transmitted in or into any jurisdiction where to do so might constitute a violation of applicable securities laws or regulations.

The securities referred to herein have not been and will not be registered under the Securities Act, and may not be offered or sold in the United States except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable state securities laws. Any public offering of securities to be made in the United States would be made by means of a prospectus that may be obtained from an issuer and would contain detailed information about such issuer and the management, as well as financial statements. There will be no public offering of the securities referred to herein in the United States.

Notification under Section 309B of the Securities and Futures Act, Chapter 289 of Singapore

The New Units are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).