

ANNOUNCEMENT

AMENDMENTS TO THE TRUST DEED

29 June 2016 - Mapletree Commercial Trust Management Ltd., in its capacity as manager of Mapletree Commercial Trust (the “**Manager**”), wishes to announce that a second amending and restating deed (the “**Second Amending & Restating Deed**”) had been entered into between the Manager and DBS Trustee Limited, in its capacity as trustee of Mapletree Commercial Trust (the “**Trustee**”).

This is to amend and restate the Deed of Trust dated 25 August 2005 constituting Mapletree Commercial Trust (the “**MCT**”), as amended, restated and/or supplemented by (a) a Supplemental Deed dated 25 April 2006 (b) the Supplemental Deed of Change of Name dated 4 April 2011, (c) the Second Supplemental Deed of Appointment and Retirement of Trustee dated 4 April 2011, (d) the Third Supplemental Deed of Appointment and Retirement of Manager dated 4 April 2011 and (e) an Amending and Restating Deed dated 4 April 2011 (collectively, the “**Trust Deed**”).

The Second Amending & Restating Deed has the following amendments:

- (i) reflecting changes to the definition of “Minimum Holding” from 1,000 units to 100 units in MCT;
- (ii) complying with paragraph 2.2 of Appendix 6 of the Code on Collective Investment Schemes (the “**Code**” and Appendix 6 of the Code, the “**Property Funds Appendix**”) where performance fees are to be crystallised no more frequently than once a year;
- (iii) reflecting that voting at general meetings to be carried out by way of poll pursuant to changes to the Listing Rules of the Singapore Exchange Securities Trading Limited (the “**Listing Rules**”);
- (iv) reflecting that the time of deposition of the instrument appointing a proxy or any other document necessary to show the validity of or otherwise relating to the appointment of a proxy from 48 hours to 72 hours;
- (v) facilitating the extension of the multiple proxies regime under the Companies (Amendment) Act 2014 to MCT;
- (vi) complying with all taxation matters and tax laws applicable to it including the United States Foreign Account Tax Compliance Act;

Mapletree Commercial Trust Management Ltd.

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- (vii) complying with the Personal Data Protection Act 2012 (No. 26 of 2012) where applicable; and
- (viii) complying with any law, regulation, request of a public or regulatory authority or any group policy of the Trustee or the Manager which relate to the prevention of fraud, money laundering, terrorism or other criminal activities or the provision of financial and other services to any persons or entities which may be subject to sanctions.

The aforesaid amendments made pursuant to the Second Amending & Restating Deed are not subject to the approval of the unitholders of MCT (the “**Unitholders**”) as the Trustee has certified in writing pursuant to Clause 28.2 of the Trust Deed that such amendments to the Trust Deed:

- (a) do not materially prejudice the interests of the Unitholders and do not operate to release to any material extent the Trustee or the Manager from any responsibility to the Unitholders; or
- (b) are necessary in order to comply with applicable fiscal, statutory or official requirements (whether or not having the force of law), including, without limitation, requirements under the Securities and Futures Act, the Code, the Property Funds Appendix, the Listing Rules.

The Second Amending & Restating Deed will be available for inspection at the registered office of the Manager during office hours by prior appointment.

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