

# NOTICE OF ANNUAL GENERAL MEETING



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

**NOTICE IS HEREBY GIVEN** that the 11<sup>th</sup> Annual General Meeting ("**AGM**") of the holders of units of Mapletree Commercial Trust ("**MCT**", and the holders of units of MCT, "**Unitholders**") will be held at 20 Pasir Panjang Road, Mapletree Business City, Town Hall – Auditorium, Singapore 117439 and by way of electronic means at 11.00 a.m. on Friday, 29 July 2022, to transact the following businesses:

## **(A) AS ORDINARY BUSINESS**

1. To receive and adopt the Report of DBS Trustee Limited, as trustee of MCT (the "**Trustee**"), the Statement by Mapletree Commercial Trust Management Ltd., as manager of MCT (the "**Manager**"), and the Audited Financial Statements of MCT for the financial year ended 31 March 2022 and the Auditor's Report thereon. (**Ordinary Resolution 1**)
2. To re-appoint PricewaterhouseCoopers LLP as the Auditor of MCT to hold office until the conclusion of the next Annual General Meeting of MCT, and to authorise the Manager to fix their remuneration. (**Ordinary Resolution 2**)

## **(B) AS SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution, with or without any modifications:

3. That approval be and is hereby given to the Manager, to
  - (a) (i) issue units in MCT ("**Units**") whether by way of rights, bonus or otherwise; and/or
  - (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require Units to be issued, including but not limited to the creation and issue of (as well as adjustments to) securities, warrants, debentures or other instruments convertible into Units, at any time and upon such terms and conditions and for such purposes and to such persons as the Manager may in its absolute discretion deem fit; and
  - (b) issue Units in pursuance of any Instruments made or granted by the Manager while this Resolution was in force (notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time such Units are issued),

provided that:

- (1) the aggregate number of Units to be issued pursuant to this Resolution (including Units to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed fifty per cent. (50%) of the total number of issued Units (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Units to be issued other than on a pro rata basis to Unitholders (including Units to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed twenty per cent. (20%) of the total number of issued Units (as calculated in accordance with sub-paragraph (2) below);

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- (2) subject to such manner of calculation as may be prescribed by Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) for the purpose of determining the aggregate number of Units that may be issued under sub-paragraph (1) above, the total number of issued Units shall be based on the total number of issued Units at the time this Resolution is passed, after adjusting for:
  - (a) any new Units arising from the conversion or exercise of any Instruments which are outstanding or subsisting at the time this Resolution is passed; and
  - (b) any subsequent bonus issue, consolidation or subdivision of Units;
- (3) in exercising the authority conferred by this Resolution, the Manager shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the trust deed constituting MCT (as amended) (the “**Trust Deed**”) for the time being in force (unless otherwise exempted or waived by the Monetary Authority of Singapore);
- (4) (unless revoked or varied by Unitholders in a general meeting) the authority conferred by this Resolution shall continue in force until (i) the conclusion of the next Annual General Meeting of MCT or (ii) the date by which the next Annual General Meeting of MCT is required by applicable regulations to be held, whichever is earlier;
- (5) where the terms of the issue of the Instruments provide for adjustment to the number of Instruments or Units into which the Instruments may be converted in the event of rights, bonus or other capitalisation issues or any other events, the Manager is authorised to issue additional Instruments or Units pursuant to such adjustment notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time the Instruments or Units are issued; and
- (6) the Manager and the Trustee be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Manager or, as the case may be, the Trustee may consider expedient or necessary or in the interest of MCT to give effect to the authority conferred by this Resolution.

*(Please see Explanatory Note) (Ordinary Resolution 3)*

BY ORDER OF THE BOARD

**Mapletree Commercial Trust Management Ltd.**

(Company Registration No. 200708826C)

As Manager of Mapletree Commercial Trust

**Wan Kwong Weng**

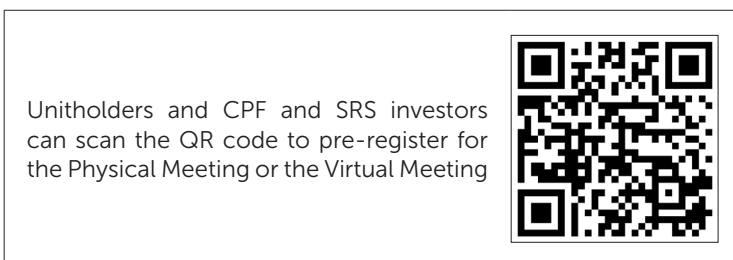
Joint Company Secretary

Singapore

7 July 2022

### Important Notice:

1. The AGM is being convened, and will be held, at 20 Pasir Panjang Road, Mapletree Business City, Town Hall – Auditorium, Singapore 117439 pursuant to the COVID-19 (Temporary Measures) (Control Order) Regulations 2020 (the “**Physical Meeting**”) and by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the “**Virtual Meeting**”). Any reference to a time of day is made by reference to Singapore time.



### 2. Appointment of Proxies

A Unitholder entitled to attend and vote at the AGM, who is not a relevant intermediary (as defined in Section 181 of the Companies Act 1967), is entitled to appoint one or two proxies to attend and vote in his/her stead. Where a Unitholder appoints more than one proxy, the appointments shall be invalid unless he/she/it specifies the proportion of his/her unitholding (expressed as a percentage of the whole) to be represented by each proxy.

A Unitholder who is a relevant intermediary entitled to attend and vote at the AGM is entitled to appoint more than one proxy to attend and vote instead of the Unitholder, but each proxy must be appointed to exercise the rights attached to a different Unit or Units held by such Unitholder. Where such Unitholder appoints more than one proxy, it should annex to the Proxy Form the list of proxies, setting out, in respect of each proxy, the name, address, email address, NRIC/Passport Number and proportion of unitholding (number of units and percentage) in relation to which each proxy has been appointed. For the avoidance of doubt, a CPF Agent Bank/SRS Operator who intends to appoint CPF/SRS investors as its proxies shall comply with this paragraph. The appointments shall be invalid unless the Unitholder specifies the number of Units in relation to which each proxy has been appointed in the Proxy Form.

Unitholders may also vote at the AGM by appointing the Chairman of the AGM as his/her/its proxy to vote on their behalf.

The Proxy Form must be submitted in the following manner:

- (i) if submitted by post, be lodged at the office of the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
- (ii) if submitted via electronic mail, attach clear scanned and signed PDF copy of the Proxy Form to the Unit Registrar at [srs.teamd@boardroomlimited.com](mailto:srs.teamd@boardroomlimited.com); or
- (iii) (only applicable for individuals who hold Units directly with The Central Depository (Pte) Limited) if submitted via pre-registration website at <https://go.lumiengage.com/mctagm2022>, to attach and upload a clear scanned and signed PDF copy of the Proxy Form via the pre-registration website,

in either case, by 11.00 a.m. on Tuesday, 26 July 2022, being 72 hours before the time fixed for the AGM.

A Unitholder who wishes to submit an instrument of proxy must complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

**Unitholders are strongly encouraged to submit completed Proxy Forms electronically via email or via the pre-registration website.**

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## 3. Pre-registration for the Physical Meeting

Due to the constantly evolving COVID-19 situation in Singapore, the Manager may restrict the number of in-person attendees at the Physical Meeting taking into account any regulations, directives, measures or guidelines that may be issued by any government and regulatory agency in light of the COVID-19 situation from time to time.

Please pre-register for verification purposes by 11.00 a.m. on Tuesday, 26 July 2022 via the pre-registration website at <https://go.lumiengage.com/mctagm2022> and indicate your interest to attend the AGM physically at the AGM venue.

Unitholders who are appointing Proxyholder(s) to attend the Physical Meeting on his/her/its behalf should pre-register the Proxyholder and specify his/her/its intention to attend the Physical Meeting as well as to submit the completed and signed proxy form via the pre-registration website at <https://go.lumiengage.com/mctagm2022> by 11.00 a.m. on Tuesday, 26 July 2022, being 72 hours before the time fixed for the AGM, failing which the appointment shall be invalid.

Following verification by the Manager, authenticated Unitholders, Proxyholders and CPF and SRS investors who have pre-registered for the Physical Meeting will by 11.00 a.m. on Thursday, 28 July 2022 receive a confirmation email for the Physical Meeting containing details as well as instructions on attending the Physical Meeting (the "**Confirmation Email for Physical Meeting**").

Unitholders, Proxyholders and CPF and SRS investors who have received the Confirmation Email for Physical Meeting will be required to bring along their original NRIC/Passport for registration on the day of the AGM. Unitholders, Proxyholders and CPF and SRS investors who did not receive the Confirmation Email for Physical Meeting will not be allowed entry into the Physical Meeting.

Unitholders and CPF and SRS investors who have pre-registered by 11.00 a.m. on Tuesday, 26 July 2022 but have not received the Confirmation Email for Physical Meeting by 11.00 a.m. on Thursday, 28 July 2022 should immediately contact the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at +65 6230 9580 / +65 6230 9586 (during office hours) or at [srs.teamd@boardroomlimited.com](mailto:srs.teamd@boardroomlimited.com).

## 4. Pre-registration for the Virtual Meeting

Unitholders, Proxyholders and CPF and SRS investors attending the Virtual Meeting will be able to observe and/or listen to the AGM proceedings through the Live Webcast via their mobile phones, tablets or computers.

All Unitholders and CPF and SRS investors who wish to attend the Virtual Meeting are required to pre-register via the pre-registration website at <https://go.lumiengage.com/mctagm2022> for verification purposes by 11.00 a.m. on Tuesday, 26 July 2022.

Unitholders who are appointing Proxyholder(s) to attend the Virtual Meeting on his/her/its behalf should pre-register the Proxyholder and specify his/her/its intention to attend the Virtual Meeting as well as to submit the completed and signed proxy form via the pre-registration website at <https://go.lumiengage.com/mctagm2022> by 11.00 a.m. on Tuesday, 26 July 2022, being 72 hours before the time fixed for the AGM, failing which the appointment shall be invalid.

Following verification by the Manager, authenticated Unitholders, Proxyholders and CPF and SRS investors who have pre-registered for the Virtual Meeting will by 11.00 a.m. on Thursday, 28 July 2022 receive a confirmation email for the Virtual Meeting via the e-mail address provided during pre-registration or as indicated in the Proxy Form to attend the Virtual Meeting (the "**Confirmation Email for Virtual Meeting**").

Unitholders and CPF and SRS investors who have pre-registered by 11.00 a.m. on Tuesday, 26 July 2022 but have not received the Confirmation Email for Virtual Meeting by 11.00 a.m. on Thursday, 28 July 2022 should immediately contact the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at +65 6230 9580 / +65 6230 9586 (during office hours) or at [srs.teamd@boardroomlimited.com](mailto:srs.teamd@boardroomlimited.com).

## 5. Question and answer

Unitholders, Proxyholders and CPF and SRS investors who wish to ask questions should note the following:

- (i) if attending the Physical Meeting, Unitholders, Proxyholders and CPF and SRS investors will be able to raise questions at the Physical Meeting; or
- (ii) if attending the Virtual Meeting, Unitholders, Proxyholders and CPF and SRS investors will be able to ask questions at the AGM by submitting text-based questions through the live audio-visual webcast via the online chat box within a prescribed time limit.

Unitholders and CPF and SRS investors are also encouraged to submit questions related to the resolutions to be tabled for approval at the AGM to the Chairman of the AGM, in advance of the AGM.

In order for Unitholders and CPF and SRS investors to submit questions in advance of the AGM, the questions must be submitted in the following manner by 11.00 a.m. on Tuesday, 26 July 2022:

- (i) via the pre-registration website at <https://go.lumiengage.com/mctagm2022>; or
- (ii) via email to the Manager, at [enquiries\\_mct@mapletree.com.sg](mailto:enquiries_mct@mapletree.com.sg).

Unitholders and CPF and SRS investors who submit questions via email must provide the following information for authentication:

- (a) the Unitholder's full name;
- (b) the Unitholder's address; and
- (c) the manner in which the Unitholder holds Units in MCT (e.g., via CDP, CPF or SRS).

The Manager's Chairman, Mr Tsang Yam Pui, or another Non-Executive Director, and Chief Executive Officer, Ms Sharon Lim, will conduct the proceedings of the AGM. The Manager will endeavour to address all substantial and relevant questions submitted in advance of the AGM, either prior to or during the AGM. The Manager will publish the responses to the substantial and relevant questions which the Manager will not be addressing during the AGM, on MCT's website and on SGXNET prior to the AGM. Where substantially similar questions are received, the Manager will consolidate such questions and consequently, not all questions may be individually addressed. The Manager will publish the minutes of the AGM on MCT's website and on SGXNET, and the minutes will include the responses to the substantial and relevant questions which are addressed during the AGM.

## 6. Voting

Live voting will be conducted during the AGM for Unitholders and Proxyholders attending the Physical Meeting or the Virtual Meeting. **It is important for Unitholders and Proxyholders to bring their own web-browser enabled devices for voting at the Physical Meeting or have their own web-browser enabled devices ready for voting during the Virtual Meeting.**

- (i) Live voting: Unitholders and Proxyholders attending the Physical Meeting or the Virtual Meeting may cast their votes in real time for each resolution to be tabled via the Live Webcast through the login credentials in the Confirmation Email for Physical Meeting and/or Virtual Meeting. Unitholders and Proxyholders will have the opportunity to cast their votes via the live voting feature. Unitholders and Proxyholders must bring a web-browser enabled device in order to cast their vote.
- (ii) Voting via appointing the Chairman of the AGM as Proxy: As an alternative to the above, Unitholders may also vote at the AGM by appointing the Chairman of the AGM as his/her/its proxy to vote on their behalf. Please refer to paragraph 2 above for the manner of submission.

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## 7. Relevant intermediaries

Persons who hold Units through relevant intermediaries, and who wish to participate in the AGM by (a) attending the Physical Meeting; (b) observing and/or listening to the AGM proceedings through the Live Webcast; (c) submitting questions in advance of the AGM; (d) submitting questions during the AGM and/or (e) voting at the AGM, should contact the relevant intermediary through which they hold such Units as soon as possible in order to make the necessary arrangements for them to participate in the AGM.

In addition, CPF and SRS investors:

- (i) may vote live via electronic means at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
- (ii) may appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 11.00 a.m. on Wednesday, 20 July 2022, being seven working days before the date of the AGM.

“Relevant Intermediary” means:

- (i) a banking corporation licensed under the Banking Act 1970 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds Units in that capacity;
- (ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001, and who holds Units in that capacity; or
- (iii) the Central Provident Fund Board established by the Central Provident Fund Act 1953, in respect of Units purchased under the subsidiary legislation made under the Central Provident Fund Act 1953 providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Central Provident Fund Board holds those Units in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

## 8. Other details

- (i) A proxy need not be a Unitholder of MCT. The Chairman of the AGM, as proxy, need not be a Unitholder of MCT.
- (ii) The Annual Report may be accessed at MCT’s website at <https://www.mapletreecommercialtrust.com> and on SGXNET.
- (iii) Due to the constantly evolving COVID-19 situation in Singapore, the Manager may be required to change the arrangements for the AGM at short notice. Unitholders should check MCT’s website at <https://www.mapletreecommercialtrust.com> for the latest updates on the status of the AGM.

### **Personal Data Privacy:**

By (i) submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, (ii) completing the pre-registration for the Physical Meeting or the Virtual Meeting in accordance with this Notice, or (iii) submitting any question prior to or during the AGM in accordance with this Notice, a Unitholder consents to the collection, use and disclosure of the Unitholder's personal data by the Manager and the Trustee (or their agents) for the following purposes:

- (a) the processing and administration by the Manager and the Trustee (or their agents) of proxy forms appointing the Chairman of the AGM as a proxy for the AGM (including any adjournment thereof);
- (b) the processing of the pre-registration for purposes of granting access to Unitholders (or their corporate representatives in the case of Unitholders which are legal entities) to the Physical Meeting or the Virtual Meeting and providing them with any technical assistance where necessary;
- (c) addressing relevant and substantial questions from Unitholders and CPF and SRS investors received before the AGM and if necessary, following up with the relevant Unitholders and CPF and SRS investors in relation to such questions;
- (d) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof); and
- (e) in order for the Manager and the Trustee (or their agents) to comply with any applicable laws, listing rules, regulations and/or guidelines.

### **Explanatory Note:**

#### **Ordinary Resolution 3**

The Ordinary Resolution 3 above, if passed, will empower the Manager from the date of this Annual General Meeting until (i) the conclusion of the next Annual General Meeting of MCT, (ii) the date by which the next Annual General Meeting of MCT is required by the applicable regulations to be held, or (iii) the date on which such authority is revoked or varied by the Unitholders in a general meeting, whichever is the earliest (the "**Mandated Period**"), to issue Units, to make or grant Instruments and to issue Units pursuant to such Instruments, up to a number not exceeding fifty per cent. (50%) of the total number of issued Units of which up to twenty per cent. (20%) of the total number of issued Units may be issued other than on a pro rata basis to Unitholders.

The Ordinary Resolution 3 above, if passed, will also empower the Manager to issue Units during the Mandated Period, as either full or partial payment of fees which the Manager is entitled to receive for its own account pursuant to the Trust Deed.

For determining the aggregate number of Units that may be issued, the percentage of issued Units will be calculated based on the total number of issued Units at the time the Ordinary Resolution 3 above is passed, after adjusting for new Units arising from the conversion or exercise of any Instruments which are outstanding or subsisting at the time the Ordinary Resolution 3 is passed and any subsequent bonus issue, consolidation or subdivision of Units.

Ordinary Resolution 3 is in line with Rule 806 of the Listing Manual of the SGX-ST.

Fund raising by issuance of new Units may be required in instances of property acquisitions or debt repayments. In any event, if the approval of Unitholders is required under the Listing Manual of the SGX-ST and the Trust Deed or any applicable laws and regulations, in such instances, the Manager will then obtain the approval of Unitholders accordingly.