



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

---

## ANNOUNCEMENT

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an **EXTRAORDINARY GENERAL MEETING** (“EGM”) of the holders of units of Mapletree Commercial Trust (“MCT”, and the holders of units of MCT, “Unitholders”) will be held on 15 October 2019 (Tuesday) at 3.30 p.m. at 20 Pasir Panjang Road, Mapletree Business City, Town Hall – Auditorium, Singapore 117439, for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions:

#### ORDINARY RESOLUTION 1

#### **THE PROPOSED ACQUISITION OF THE PROPERTY (COMPRISING MAPLETREE BUSINESS CITY (PHASE 2) AND THE COMMON PREMISES) THROUGH THE ACQUISITION OF THE SHARES OF MAPLETREE BUSINESS CITY PTE. LTD., AS AN INTERESTED PERSON TRANSACTION**

That subject to and contingent upon the passing of Resolution 2:

- (a) approval be and is hereby given for the acquisition of 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 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**”), through the acquisition of 100.0% of the ordinary shares in the issued share capital of Mapletree Business City Pte. Ltd. (the “**Acquisition**”), on the terms and conditions set out in the conditional share purchase agreement (the “**Share Purchase Agreement**”) dated 26 September 2019 made between Heliconia Realty Pte Ltd (as vendor), DBS Trustee Limited, as trustee of MCT (the “**Trustee**”), 80 Alexandra Pte. Ltd. and Mapletree Dextra Pte. Ltd., and that the entry into the Share Purchase Agreement be and is hereby approved and ratified;
- (b) approval be and is hereby given for the payment of all fees and expenses relating to the Acquisition; and
- (c) Mapletree Commercial Trust Management Ltd., as the manager of MCT (the “**Manager**”), any director of the Manager (“**Director**”), 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, such Director or, as the case may be, the Trustee, may

#### **Mapletree Commercial Trust Management Ltd.**

10 Pasir Panjang Road, #13-01 Mapletree Business City, Singapore 117438

tel 65 6377 6111 fax 65 6274 3185

Co. Reg. No. 200708826C

consider expedient or necessary or in the interests of MCT to give effect to the Acquisition and all transactions contemplated under the Share Purchase Agreement.

## **ORDINARY RESOLUTION 2**

### **THE PROPOSED ISSUE OF UP TO 500.0 MILLION NEW UNITS UNDER THE EQUITY FUND RAISING**

That subject to and contingent upon the passing of Resolution 1:

- (a) approval be and is hereby given for the issue of up to 500.0 million new units in MCT ("**New Units**") under an equity fund raising (the "**Equity Fund Raising**") in the manner described in the circular to Unitholders dated 27 September 2019 (the "**Circular**"); and
- (b) the Manager, any Director, 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, such Director or, as the case may be, the Trustee, may consider expedient or necessary or in the interests of MCT to give effect to this resolution.

## **ORDINARY RESOLUTION 3**

### **THE PROPOSED WHITEWASH RESOLUTION IN RELATION TO THE CONCERT PARTY GROUP**

That subject to the conditions in the letter from the Securities Industry Council dated 20 September 2019 being fulfilled, Unitholders, other than Mapletree Investments Pte Ltd ("**MIPL**"), parties acting in concert with it and parties which are not independent of MIPL, hereby (on a poll taken) waive their rights to receive a mandatory offer from MIPL and parties acting in concert with it for all the remaining issued units in MCT ("**Units**") not owned or controlled by MIPL and parties acting in concert with it, in the event that they incur a mandatory bid obligation pursuant to Rule 14 of The Singapore Code on Take-overs and Mergers as a result of:

- (a) the issuance of New Units following a private placement to institutional and other investors (the "**Private Placement**") such that MIPL's percentage unitholding would decrease, as MIPL will not be participating in the Private Placement;
- (b) the subscription by MIPL and/or the Relevant Entities (as defined in the Circular) of New Units in connection with a preferential offering (the "**Preferential Offering**") to be conducted by MCT in accordance with their respective *pro rata* entitlements and the subscription of excess New Units in the Preferential Offering so that if MIPL and/or the Relevant Entities are fully allotted the excess New Units, MIPL will maintain its percentage unitholding at the level immediately prior to the Private Placement, pursuant to the Undertaking (as defined in the Circular)<sup>1</sup>;
- (c) the receipt by the Manager in its personal capacity of Units as payment for the acquisition fee in relation to the Acquisition; and

---

<sup>1</sup> In the event that the Equity Fund Raising comprises a Private Placement and a Preferential Offering and the Preferential Offering follows after the Private Placement, the percentage unitholding of MIPL will decrease immediately after the Private Placement as MIPL will not be participating in the Private Placement.

- (d) the receipt by the Manager in its personal capacity of Units as payment for the management fees for the period from 1 July 2019 to 30 September 2019.

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

27 September 2019

**Notes:**

1. A Unitholder who is not a Relevant Intermediary (as defined herein) entitled to attend and vote at the EGM is entitled to appoint one or two proxies to attend and vote in his/her stead. A proxy need not be a Unitholder. Where a Unitholder appoints more than one proxy, the appointments shall be invalid unless he/she specifies the proportion of his/her holding (expressed as a percentage of the whole) to be represented by each proxy.
2. A Unitholder who is a Relevant Intermediary entitled to attend and vote at the EGM 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, 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 (defined below).

**"Relevant Intermediary"** means:

- (a) a banking corporation licensed under the Banking Act, Chapter 19 of Singapore, 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;
  - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Chapter 289 of Singapore, and who holds Units in that capacity; or
  - (c) the Central Provident Fund Board ("**CPF Board**") established by the Central Provident Fund Act, Chapter 36 of Singapore, in respect of Units purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those Units in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
3. The instrument appointing a proxy or proxies (the "**Proxy Form**") must be deposited at the office of MCT's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 not later than 3.30 p.m. on 12 October 2019 being 72 hours before the time fixed for the EGM.

**Personal Data Privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a Unitholder (i) consents to the collection, use and disclosure of the Unitholder's personal data by the Manager and the Trustee (or their agents) for the purpose of the processing, administration and analysis by the Manager and the Trustee (or their agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Manager and the Trustee (or their agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the Unitholder discloses the personal data of the Unitholder's proxy(ies) and/or representative(s) to the Manager and the Trustee (or their agents), the Unitholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Manager and

the Trustee (or their agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Unitholder will indemnify the Manager and the Trustee in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Unitholder's breach of warranty.

### **Important Notice**

This announcement is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for Units. This announcement is not for release, publication or distribution, directly or indirectly, in or into the United States 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 value of Units 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.

The past performance of MCT and the Manager is not necessarily indicative of the future performance of MCT and the Manager.

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. Any proposed issue of new Units described in this announcement and the Circular have not been and 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, or under the securities laws of any other jurisdiction, and any such new Units may not be offered or sold, 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 does not intend to conduct a public offering of any securities of MCT in the United States.