



## Mapletree North Asia Commercial Trust

(Constituted in the Republic of Singapore pursuant to a Trust Deed dated 14 February 2013 (as amended))

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“**EGM**”) of the holders of units of MAPLETREE NORTH ASIA COMMERCIAL TRUST (“**MNACT**”, and the holders of units of MNACT, “**MNACT Unitholders**”) will be convened and held by way of electronic means at **2.30 p.m. on Monday, 23 May 2022 (Singapore Time)**, for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution (all capitalised terms used in this Notice which are not otherwise defined herein shall bear the meanings ascribed to them in the scheme document dated 29 April 2022 issued by the MNACT Manager (defined below) to MNACT Unitholders (the “**Scheme Document**”)):

#### **MNACT TRUST DEED AMENDMENTS RESOLUTION (EXTRAORDINARY RESOLUTION)**

That:

- (a) approval be and is hereby given to amend the trust deed dated 14 February 2013 constituting MNACT (as amended) (the “**MNACT Trust Deed**”), with the proposed amendments to the MNACT Trust Deed (the “**MNACT Trust Deed Amendments**”) as described and set out in Appendix D to the Scheme Document; and
- (b) Mapletree North Asia Commercial Trust Management Ltd. (as manager of MNACT) (the “**MNACT Manager**”), any director of the MNACT Manager (“**MNACT Director**”), and DBS Trustee Limited, in its capacity as trustee of MNACT (the “**MNACT 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 MNACT Manager, such MNACT Director or as the case may be, the MNACT Trustee, may consider expedient or necessary or in the interests of MNACT to give effect to the MNACT Trust Deed Amendments.

BY ORDER OF THE BOARD

**Mapletree North Asia Commercial Trust Management Ltd.**

(Company Registration No. 201229323R)

**As Manager of Mapletree North Asia Commercial Trust**

**Wan Kwong Weng**

Joint Company Secretary

Singapore

29 April 2022

## Important Notice:

The EGM will be held 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. Printed copies of this Notice and Proxy Form A (EGM) have been sent to MNACT Unitholders. In addition, this Notice and Proxy Form A (EGM) have been made available to MNACT Unitholders by electronic means via publication on MNACT's website at [www.mapletreenorthasiacommercialtrust.com](http://www.mapletreenorthasiacommercialtrust.com) ("MNACT's Website"), and on the website of the Singapore Exchange Securities Trading Limited at [www.sgx.com/securities/company-announcements](http://www.sgx.com/securities/company-announcements) ("SGXNET"). MNACT Unitholders can also scan the QR code below to access the Proxy Form A (EGM).



As a precautionary measure due to the constantly evolving COVID-19 situation in Singapore, **MNACT Unitholders and persons (including CPFIS Investors and SRS Investors) who hold units in MNACT ("MNACT Units") through a Relevant Intermediary (as defined below) will not be able to physically attend the EGM in person.** Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the EGM in advance of the EGM or by submitting text-based questions during the EGM via the online chat box, addressing of such substantial and relevant questions submitted in advance of the EGM, or during the EGM, and voting by appointing the Chairman of the EGM as proxy at the EGM, are set out in the Scheme Document. Any reference to a time of day is made by reference to Singapore time.

MNACT Unitholders and persons (including CPFIS Investors and SRS Investors) who hold MNACT Units through a Relevant Intermediary will be able to observe and/or listen to the EGM proceedings through a live audio-visual webcast or live audio-only stream via their mobile phones, tablets or computers. In order to do so, MNACT Unitholders and persons (including CPFIS Investors and SRS Investors) who hold MNACT Units through a Relevant Intermediary must pre-register via the pre-registration website at [go.lumiengage.com/mnactegmsm2022](http://go.lumiengage.com/mnactegmsm2022) from the date of this Notice to **2.30 p.m. on Friday, 20 May 2022**, to enable the MNACT Manager to verify their status as a MNACT Unitholder and a person (including CPFIS Investor and SRS Investor) who holds MNACT Units through a Relevant Intermediary.

Following the verification, authenticated MNACT Unitholders and persons (including CPFIS Investors and SRS Investors) who hold MNACT Units through a Relevant Intermediary will each receive an email which will contain an unique user ID and password details, as well as instructions on how to access the live audio-visual webcast and live audio-only stream of the EGM proceedings and submit text-based questions during the EGM via the online chat box. MNACT Unitholders and persons (including CPFIS Investors and SRS Investors) who hold MNACT Units through a Relevant Intermediary who have not received the email by **2.30 p.m. on Sunday, 22 May 2022** but have pre-registered by the **2.30 p.m. deadline on Friday, 20 May 2022** should immediately contact the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at +65 6230 9580/+65 6230 9586 during office hours or email to [srs.teamd@boardroomlimited.com](mailto:srs.teamd@boardroomlimited.com).

MNACT Unitholders and persons (including CPFIS Investors and SRS Investors) who hold MNACT Units through a Relevant Intermediary are encouraged to submit questions (if any) related to the resolution to be tabled for approval at the EGM to the Chairman of the EGM, in advance of the EGM. MNACT Unitholders and persons (including CPFIS Investors and SRS Investors) who hold MNACT Units through a Relevant Intermediary will also be able to raise questions (if any) at the EGM by submitting text-based questions through the live audio-visual webcast via an online chat box within a prescribed time limit.

Electronic copies of the Scheme Document may be accessed at MNACT's Website and SGXNET. A MNACT Unitholder will need an internet browser and PDF reader to view the documents on MNACT's Website and SGXNET. MNACT Unitholders may obtain printed copies of the Scheme Document by completing and returning the request form accompanying the notices of and proxy forms for the EGM and the Trust Scheme Meeting to the MNACT Manager no later than **2.30 p.m. on Monday, 16 May 2022**. A printed copy of the Scheme Document will be sent to the address in Singapore specified by the MNACT Unitholder at his/her/its own risk.

An overseas MNACT Unitholder may write in to the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632 or email the Unit Registrar at [srs.teamd@boardroomlimited.com](mailto:srs.teamd@boardroomlimited.com) to request for the Scheme Document and any related documents to be sent to an address in Singapore by ordinary post at his/her/its own risk, up to four (4) Market Days prior to the date of the EGM (i.e. no later than **2.30 p.m. on Monday, 16 May 2022**).

**Notes:**

- (1) If a MNACT Unitholder (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it must appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM.

In appointing the Chairman of the EGM as his/her/its proxy, a MNACT Unitholder must give specific instructions as to voting, or abstention from voting, in respect of the MNACT Trust Deed Amendments Resolution in the Proxy Form A (EGM), failing which the appointment of the Chairman of the EGM as proxy for the MNACT Trust Deed Amendments Resolution will be treated as invalid.

The Proxy Form A (EGM) appointing the Chairman of the EGM as proxy 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 electronically, be submitted via email to [srs.teamd@boardroomlimited.com](mailto:srs.teamd@boardroomlimited.com),

in either case, no later than **2.30 p.m. on Friday, 20 May 2022**, being 72 hours before the time fixed for the EGM.

A MNACT Unitholder who wishes to submit a Proxy Form A (EGM) must first download, complete and sign the Proxy Form A (EGM), before submitting it by post to the address of the Unit Registrar provided above, or before scanning and sending it by email to the email address provided above.

**MNACT Unitholders are strongly encouraged to submit completed Proxy Forms A (EGM) electronically via email.**

- (2) In order for MNACT Unitholders and persons (including CPFIS Investors and SRS Investors) who hold MNACT Units through a Relevant Intermediary to submit questions in advance of the EGM, the questions must be submitted in the following manner, and must be received no later than **2.30 p.m. on Saturday, 14 May 2022**:

- (i) by post to 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) via the pre-registration website at [go.lumiengage.com/mnactegmsm2022](http://go.lumiengage.com/mnactegmsm2022); or
- (iii) via email to the MNACT Manager, at [enquiries\\_mnact@mapletree.com.sg](mailto:enquiries_mnact@mapletree.com.sg).

MNACT Unitholders and persons (including CPFIS Investors and SRS Investors) who hold MNACT Units through a Relevant Intermediary who submit questions by post, via the pre-registration website at [go.lumiengage.com/mnactegmsm2022](http://go.lumiengage.com/mnactegmsm2022) or via email must provide the following information:

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

Please note that the MNACT Manager will not be able to answer questions from persons who provide insufficient details to enable the MNACT Manager to verify his/her/its status as MNACT Unitholders, CPFIS Investors or SRS Investors (as the case may be).

Authenticated MNACT Unitholders and persons (including CPFIS Investors and SRS Investors) who hold MNACT Units through a Relevant Intermediary will also be able to raise questions related to the resolution to be tabled for approval at the EGM through the live audio-visual webcast platform at the EGM by submitting text-based questions via an online chat box within a prescribed time limit.

The MNACT Manager will endeavour to publish the responses to substantial and relevant questions which are received before **2.30 p.m. on Saturday, 14 May 2022** on MNACT's Website and on SGXNET. These responses will be published by **2.30 p.m. on Tuesday, 17 May 2022**, being at least 72 hours before the deadline for MNACT Unitholders to deposit their Proxy Form A (EGM) to vote at the EGM. The MNACT Manager will also address any substantial and relevant questions which have not already been addressed prior to the EGM during the EGM through the live audio-visual webcast or live audio-only stream. Where substantially similar questions are received, the MNACT Manager will consolidate such questions and consequently, not all questions may be individually addressed. The MNACT Manager will publish the minutes of the EGM on MNACT's Website and on SGXNET, and the minutes will include the responses to the substantial and relevant questions which are addressed during the EGM.

- (3) Mr. Paul Ma Kah Woh (Chairman of the MNACT Manager), or failing him, any director of the MNACT Manager, shall act as Chairman of the EGM.

- (4) Persons who hold MNACT Units through a Relevant Intermediary, and who wish to participate in the EGM by (a) observing and/or listening to the EGM proceedings through the live audio-visual webcast or live audio-only stream; (b) submitting questions in advance of the EGM; (c) submitting text-based questions during the EGM via the online chat box; and/or (d) appointing the Chairman of the EGM as proxy to attend, speak and vote on their behalf at the EGM, should contact the Relevant Intermediary through which they hold such MNACT Units as soon as possible in order to make the necessary arrangements for them to participate in the EGM.

CPFIS Investors and SRS Investors who wish to participate in the EGM by (a) observing and/or listening to the EGM proceedings through the live audio-visual webcast or live audio-only stream; (b) submitting questions in advance of the EGM; and (c) submitting text-based questions during the EGM via the online chat box, should follow the steps for pre-registration set out in the Important Notice and submission of questions set out in Note (2) above. In addition, CPFIS Investors and SRS Investors who wish to appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM should approach their respective CPF Agent Banks or SRS Agent Banks to submit their votes by **2.30 p.m. on Tuesday, 10 May 2022**, being seven (7) working days before the date of the EGM.

- (5) The Chairman of the EGM, as proxy, need not be a MNACT Unitholder.
- (6) **As a precautionary measure due to the constantly evolving COVID-19 situation in Singapore, the MNACT Manager may be required to change the arrangements for the EGM at short notice. MNACT Unitholders and persons (including CPFIS Investors and SRS Investors) who hold MNACT Units through a Relevant Intermediary should check MNACT's Website for the latest updates on the status of the EGM.**
- (7) "Relevant Intermediary" means:
- (i) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds MNACT 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 of Singapore, and who holds MNACT Units in that capacity; or
  - (iii) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore, in respect of MNACT Units purchased under the subsidiary legislation made under the Central Provident Fund Act 1953 of Singapore 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 MNACT Units in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

#### **Personal Data Privacy:**

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

- (a) the processing and administration by the MNACT Manager and the MNACT Trustee (or their agents) of proxies and representatives appointed for the EGM as a proxy for the EGM (including any adjournment thereof);
- (b) the processing of the pre-registration for purposes of granting access to MNACT Unitholders (or their corporate representatives in the case of MNACT Unitholders which are legal entities) to the EGM and providing them with any technical assistance where necessary;
- (c) addressing relevant and substantial questions from MNACT Unitholders and persons (including CPFIS Investors and SRS Investors) who hold MNACT Units through a Relevant Intermediary received before or at the EGM and if necessary, following up with the relevant MNACT Unitholders and persons (including CPFIS Investors and SRS Investors) who hold MNACT Units through a Relevant Intermediary in relation to such questions;
- (d) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof); and
- (e) in order for the MNACT Manager and the MNACT Trustee (or their agents) to comply with any applicable laws, listing rules, regulations and/or guidelines.