



## **CAPITALAND MALL TRUST**

(Constituted in the Republic of Singapore pursuant to a trust deed dated 29 October 2001 (as amended))

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“**EGM**”) of the holders of units in CapitaLand Mall Trust (“**CMT**”, and the holders of units in CMT, “**CMT Unitholders**”) will be held by way of electronic means on Tuesday, 29 September 2020 at 10.30 a.m. (Singapore Time), for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions (capitalised terms not otherwise defined herein shall bear the meanings ascribed to them in the circular dated 4 September 2020 to the CMT Unitholders (the “**Circular**”)):

**(1) PROPOSED AMENDMENTS TO THE DEED OF TRUST CONSTITUTING CAPITALAND MALL TRUST (EXTRAORDINARY RESOLUTION)**

That:

- (a) approval be and is hereby given to amend the deed of trust dated 29 October 2001 constituting CMT (as amended) (the “**CMT Trust Deed**”) as described and set out in the Circular; and
- (b) CapitaLand Mall Trust Management Limited, as manager of CMT (the “**CMT Manager**”), any director of the CMT Manager, and HSBC Institutional Trust Services (Singapore) Limited, as trustee of CMT (the “**CMT 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 CMT Manager, such director of the CMT Manager or, as the case may be, the CMT Trustee may consider expedient or necessary or in the interests of CMT to give effect to the proposed amendments to the CMT Trust Deed.

**(2) PROPOSED MERGER OF CAPITALAND MALL TRUST AND CAPITALAND COMMERCIAL TRUST BY WAY OF A TRUST SCHEME OF ARRANGEMENT (THE “MERGER”) (ORDINARY RESOLUTION)**

That, subject to the passing of Resolution 1 and Resolution 3:

- (a) approval be and is hereby given for the Merger on the terms and conditions set out in the Implementation Agreement (as defined in the Circular);
- (b) approval be and is hereby given for the payment of all fees and expenses relating to the Merger; and
- (c) the CMT Manager, any director of the CMT Manager, and the CMT 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 CMT Manager, such director of the CMT Manager or, as the case may be, the CMT Trustee may consider expedient or necessary or in the interests of CMT to give effect to the Merger.

**(3) PROPOSED ALLOTMENT AND ISSUANCE OF UNITS OF CAPITALAND MALL TRUST TO THE HOLDERS OF UNITS IN CAPITALAND COMMERCIAL TRUST AS PART OF THE CONSIDERATION FOR THE MERGER (ORDINARY RESOLUTION)**

That, subject to the passing of Resolution 1 and Resolution 2:

- (a) approval be and is hereby given for the CMT Manager to issue, in the manner described in the Circular, new CMT Units to the unitholders of CapitaLand Commercial Trust as part of the consideration for the CMT Acquisition (as defined in the Circular) in connection with the Merger (such units issued, the “**Consideration Units**”);
- (b) approval be and is hereby given for the payment of all fees and expenses relating to the issue of Consideration Units; and
- (c) the CMT Manager, any director of the CMT Manager, and the CMT 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 CMT Manager, such director of the CMT Manager or, as the case may be, the CMT Trustee may consider expedient or necessary or in the interests of CMT to give effect to the issue of the Consideration Units.

BY ORDER OF THE BOARD  
**CAPITALAND MALL TRUST MANAGEMENT LIMITED**  
(Registration Number: 200106159R)  
as manager of **CapitaLand Mall Trust**

**LEE JU LIN, AUDREY**  
Company Secretary

Singapore  
4 September 2020

**Notes:**

1. The EGM is being convened, and will be held, by 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. This Notice will be sent to CMT Unitholders by electronic means via publication on CMT's website at [https://cmt.listedcompany.com/agm\\_egm.html](https://cmt.listedcompany.com/agm_egm.html) and be made available on the SGX website at <https://www.sgx.com/securities/company-announcements>. Printed copies of this Notice will also be sent to CMT Unitholders.
2. **Due to the current COVID-19 restriction orders in Singapore, a CMT Unitholder will not be able to 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 Meeting in advance of the EGM, addressing of substantial and relevant questions either before or at the EGM, and voting by appointing the Chairman of the Meeting as proxy at the EGM, are set out in the accompanying circular dated **4 September 2020**. The circular may be accessed at CMT's website at [https://cmt.listedcompany.com/agm\\_egm.html](https://cmt.listedcompany.com/agm_egm.html), and will also be made available on the SGX website at <https://www.sgx.com/securities/company-announcements>. Any reference to a time of day is made by reference to Singapore time.
3. CMT Unitholders and CPF and SRS investors 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, CMT Unitholders and CPF and SRS investors must pre-register at CMT's pre-registration website at [https://cmt.listedcompany.com/agm\\_egm.html](https://cmt.listedcompany.com/agm_egm.html) from now till **10.30 a.m. on Saturday, 26 September 2020** to enable the CMT Manager to verify their status as CMT Unitholders.

Following the verification, authenticated CMT Unitholders and CPF and SRS investors will receive an email, which will contain 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, by **5.00 p.m. on Saturday, 26 September 2020**. CMT Unitholders and CPF and SRS investors who do not receive an email by **5.00 p.m. on Saturday, 26 September 2020** but have registered by the deadline on **26 September 2020** should contact CMT's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at +65 6536 5355 (during office hours) or email [CMT2020@boardroomlimited.com](mailto:CMT2020@boardroomlimited.com).

4. CMT Unitholders may also submit questions related to the resolutions to be tabled for approval at the EGM to the Chairman of the Meeting, in advance of the EGM. In order to do so, their questions must be submitted in the following manner by **10.30 a.m. on Saturday, 26 September 2020**:
  - (a) if submitted electronically, be submitted via the CMT's pre-registration website at [https://cmt.listedcompany.com/agm\\_egm.html](https://cmt.listedcompany.com/agm_egm.html); or
  - (b) if submitted by post, be deposited at the office of CMT's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623.

CMT Unitholders who submit questions by post to CMT's Unit Registrar must provide the following information:

- (1) the CMT Unitholder's full name;
- (2) the CMT Unitholder's address; and
- (3) the manner in which the CMT Unitholder holds CMT Units (e.g., via CDP, CPF or SRS).

The CMT Manager's Chairman, Ms Teo Swee Lian, and Chief Executive Officer, Mr Tony Tan Tee Hieong, will conduct the proceedings of the EGM. The CMT Manager will endeavour to address all substantial and relevant questions received in advance of the EGM from CMT Unitholders, prior to or during the EGM. The CMT Manager will publish the responses to the substantial and relevant questions which the CMT Manager is unable to address during the EGM, on CMT's website and on SGXNET prior to the EGM. The CMT Manager will publish the minutes of the EGM on CMT's website and on SGXNET within one month from the date of the EGM, and the minutes will include the responses to the substantial and relevant questions which are addressed during the EGM.

CMT Unitholders will not be able to ask questions at the EGM "live" during the audio-visual webcast or audio-stream, and therefore it is important for CMT Unitholders who wish to ask questions to submit their questions in advance of the EGM.

5. **A CMT Unitholder will not be able to vote online on the resolutions to be tabled for approval at the EGM. A CMT Unitholder (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such CMT Unitholder wishes to exercise his/her/its voting rights at the EGM. The Chairman of the Meeting, as proxy, need not be a CMT Unitholder.** The instrument appointing the Chairman of the Meeting as proxy ("**Proxy Form**") is available on CMT's website at [https://cmt.listedcompany.com/agm\\_egm.html](https://cmt.listedcompany.com/agm_egm.html) and on the SGX website at <https://www.sgx.com/securities/company-announcements>. Printed copies of the Proxy Form will also be sent to CMT Unitholders.

In appointing the Chairman of the Meeting as proxy, a CMT Unitholder must give specific instructions as to voting, or abstention from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

6. The Proxy Form appointing the Chairman of the Meeting as proxy must be submitted to the CMT Manager c/o CMT's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., in the following manner:
- (a) if submitted electronically, be submitted via email to CMT's Unit Registrar at [CMT2020@boardroomlimited.com](mailto:CMT2020@boardroomlimited.com); or
  - (b) if submitted by post, be lodged at the office of CMT's Unit Registrar at 50 Raffles Place #32-01 Singapore Land Tower, Singapore 048623,

in either case, by **10.30 a.m. on Sunday, 27 September 2020**, being 48 hours before the time fixed for the EGM.

A CMT Unitholder who wishes to submit the Proxy Form 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.

**In view of the current COVID-19 restriction orders in Singapore and the related safe distancing measures which may make it difficult for CMT Unitholders to submit completed Proxy Forms by post, CMT Unitholders are strongly encouraged to submit completed Proxy Forms electronically via email.**

7. Persons who hold CMT Units through relevant intermediaries (as defined below) and who wish to participate in the EGM by (a) observing and/or listening to the EGM proceedings through live audio-visual webcast or live audio-only stream; (b) submitting questions in advance of the EGM; and/or (c) appointing the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the EGM, should approach the relevant intermediary through which they hold such CMT Units as soon as possible in order to make the necessary arrangements for them to participate in the EGM.

In addition, CPF and SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **5.00 p.m. on Thursday, 17 September 2020**, being 7 working days before the date of the EGM.

**"relevant intermediary"** means:

- (i) 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 CMT Units in that capacity; or
- (ii) 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 CMT Units in that capacity; or
- (iii) the Central Provident Fund Board ("**CPF Board**") established by the Central Provident Fund Act, Chapter 36 of Singapore, in respect of CMT 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 CMT Units in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

**Due to the constantly evolving COVID-19 situation in Singapore, the CMT Manager may be required to change the arrangements for the EGM at short notice. CMT Unitholders should check CMT's website at [https://cmt.listedcompany.com/aggm\\_egm.html](https://cmt.listedcompany.com/aggm_egm.html) for the latest updates on the EGM.**

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

By submitting an instrument appointing the Chairman of the Meeting as proxy to attend, speak and vote at the EGM of CMT and/or any adjournment thereof, a CMT Unitholder consents to the collection, use and disclosure of the CMT Unitholder's personal data by the CMT Manager and the CMT Trustee (or their agents or service providers) for the purpose of the processing and administration by the CMT Manager and the CMT Trustee (or their agents or service providers) of appointment of the Chairman of the Meeting as proxy for the EGM of CMT (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM of CMT (including any adjournment thereof), and in order for the CMT Manager and the CMT Trustee (or their agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.