



CAPITALAND MALL TRUST

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

ANNOUNCEMENT

ELECTRONIC DESPATCH OF CIRCULAR AND ALTERNATIVE ARRANGEMENTS RELATING TO THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 29 SEPTEMBER 2020

1. BACKGROUND

CapitaLand Mall Trust Management Limited (as manager of CapitaLand Mall Trust) ("**CMT**" and as manager of CMT, the "**CMT Manager**") refers to:

- (a) the announcement dated 22 January 2020 titled "Proposed merger of CapitaLand Mall Trust and CapitaLand Commercial Trust by way of a trust scheme of arrangement" and the joint announcement dated 22 January 2020 made by the CMT Manager and CapitaLand Commercial Trust Management Limited (as manager of CapitaLand Commercial Trust) ("**CCT**", and as manager of CCT, the "**CCT Manager**") titled "Proposed merger of CapitaLand Mall Trust and CapitaLand Commercial Trust by way of a trust scheme of arrangement" (the "**Joint Announcement**"), concerning the proposed merger of CMT and CCT (the "**Merger**");
- (b) the COVID-19 (Temporary Measures) Act 2020 passed by Parliament on 7 April 2020 which enables the Minister for Law by order to prescribe alternative arrangements for listed entities in Singapore to, *inter alia*, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means;
- (c) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the "**COVID-19 Alternative Meetings Order**") which was gazetted on 13 April 2020 (as amended), and which sets out the alternative arrangements in respect of, *inter alia*, general meetings of real estate investment trusts; and

- (d) the announcement dated 31 August 2020 titled “Receipt of approval in-principle for listing and quotation of up to 2,780.6 million new units of CapitaLand Mall Trust pursuant to the Merger” concerning the Merger.

Unless otherwise defined, all capitalised terms used and not defined herein shall have the same meanings given to them in the Joint Announcement.

2. ELECTRONIC DESPATCH OF THE CIRCULAR

2.1 Electronic Despatch of the Circular

The CMT Manager wishes to announce that it has today despatched to CMT Unitholders a circular (the “**Circular**”) dated 4 September 2020 by electronic means via publication on the SGX-ST website at www.sgx.com/securities/company-announcements, and on CMT’s website at https://cmt.listedcompany.com/agm_egm.html.

The Circular contains, *inter alia*, the following:

- (a) details of the proposed amendments to the CMT Trust Deed to facilitate the Merger and the issuance of the Consideration Units (as described below) (the “**CMT Trust Deed Amendments**”);
- (b) details of the Merger, including the recommendations of the independent directors of the CMT Manager and the advice of the independent financial adviser, Australia and New Zealand Banking Group Limited, Singapore Branch in relation to the Merger;
- (c) details of the issuance of the Consideration Units as part of the consideration for the Merger; and
- (d) the notice to convene an extraordinary general meeting of CMT Unitholders (the “**EGM**”) to approve the CMT Trust Deed Amendments, the Merger and the issue of the Consideration Units as part of the consideration for the Merger.

2.2 Electronic Copies of the Circular

In line with the current COVID-19 restriction orders in Singapore, printed copies of the Circular will not be despatched to CMT Unitholders unless requested by CMT Unitholders in accordance with paragraph 2.3 below.

Printed copies of the notice of the EGM (the “**Notice of EGM**”) and the instrument appointing the Chairman of the Meeting as proxy (the “**Proxy Form**”) will still be despatched to CMT Unitholders.

Electronic copies of the Circular (enclosing the Notice of EGM) and the Proxy Form are available on:

- (a) the SGX-ST website at www.sgx.com/securities/company-announcements; and
- (b) CMT's website at https://cmt.listedcompany.com/agm_egm.html.

A CMT Unitholder will need an internet browser and PDF reader to view these documents on the websites of the SGX-ST and CMT.

2.3 Request for Printed Copies of the Circular

CMT Unitholders may obtain printed copies of the Circular by completing and returning the request form accompanying the Notice of EGM and the Proxy Form to the CMT Manager by **Monday, 14 September 2020**. A printed copy of the Circular will be sent to the address in Singapore specified by the CMT Unitholder at his/her/its own risk.

3. DATE, TIME AND CONDUCT OF THE EGM

The CMT Manager wishes to announce that pursuant to the COVID-19 Alternative Meetings Order, the EGM will be convened and held by way of electronic means on **Tuesday, 29 September 2020 at 10.30 a.m. (Singapore time)**.

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-only stream, and therefore it is important for CMT Unitholders who wish to ask questions to submit their questions in advance of the EGM.

4. NO PERSONAL ATTENDANCE AT THE EGM

Due to the current COVID-19 restriction orders in Singapore, **CMT Unitholders will not be able to attend the EGM in person.**

5. ALTERNATIVE ARRANGEMENTS FOR PARTICIPATION IN THE EGM

CMT Unitholders may participate in the EGM by:

- (a) observing and/or listening to the EGM proceedings via 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.

A CMT Unitholder (whether individual or corporate) who has CMT Units entered against his/her/its name in (a) the Register of Unitholders of CMT; or (b) the Depository Register certified by The Central Depository (Pte) Limited to the CMT Manager as at the cut-off time being 48 hours prior to the time of the EGM (being the time at which the name of the CMT Unitholder must appear in the Register of Unitholders of CMT or the Depository Register, in order for him/her/it to be considered to have CMT Units entered against his/her/its name in the said Registers), shall be entitled to attend (via electronic means), submit questions in advance and vote by proxy at the EGM.

In view of the COVID-19 situation, CMT Unitholders (whether individual or corporate) who wish to exercise his/her/its voting rights are requested to complete the Proxy Form in accordance with the instructions therein and submit it to the CMT Manager c/o CMT's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., in the following manner:

- (i) if submitted electronically, be submitted via email to CMT's Unit Registrar at CMT2020@boardroomlimited.com; or
- (ii) 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. (Singapore time) on Sunday, 27 September 2020**, being 48 hours before the time fixed for the EGM.

All CMT Unitholders (whether individual or corporate) who wish to exercise his/her/its voting rights must appoint the Chairman of the Meeting as proxy to attend, speak and vote on his/her/its behalf at the EGM. 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. KEY DATES/DEADLINES FOR PARTICIPATION IN THE EGM

The table below sets out the key dates/deadlines for CMT Unitholders and CPF and SRS investors to note:

Key dates	Actions
4 September 2020 (Friday)	CMT Unitholders and CPF and SRS investors may begin to pre-register at https://cmt.listedcompany.com/agm_egm.html for live audio-visual webcast or live audio-only stream of the EGM proceedings.
5.00 p.m. (Singapore time) on 17 September 2020 (Thursday)	Deadline for CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy to approach their respective CPF Agent Banks or SRS Operators to submit their votes.
10.30 a.m. (Singapore time) on 26 September 2020 (Saturday)	<p>Deadline for CMT Unitholders and CPF and SRS investors to:</p> <p>(a) pre-register for live audio-visual webcast or live audio-only stream of the EGM proceedings; and</p> <p>(b) submit questions related to the resolutions to be tabled for approval at the EGM:</p> <p>(i) via the pre-registration website at https://cmt.listedcompany.com/agm_egm.html; or</p> <p>(ii) by post to CMT's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623.</p> <p>CMT Unitholders who submit their questions by post to CMT's Unit Registrar must provide the following details:</p> <ul style="list-style-type: none"> • the CMT Unitholder's full name; • the CMT Unitholder's address; and • the manner in which the CMT Unitholder holds CMT Units (e.g. via CDP, CPF or SRS).

Key dates	Actions
5.00 p.m. (Singapore time) on 26 September 2020 (Saturday)	<p>Authenticated CMT Unitholders and CPF and SRS investors who have pre-registered for the live audio-visual webcast or live audio-only stream of the EGM proceedings 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 a toll-free telephone number to access the live audio-only stream of the EGM proceedings (the "Confirmation Email").</p> <p>CMT Unitholders and CPF and SRS investors who do not receive the Confirmation 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 <u>CMT2020@boardroomlimited.com</u>.</p>
10.30 a.m. (Singapore time) on 27 September 2020 (Sunday)	<p>Deadline for CMT Unitholders to submit the Proxy Forms (via email at <u>CMT2020@boardroomlimited.com</u> or by post).</p>
10.30 a.m. (Singapore time) on 29 September 2020 (Tuesday)	<ul style="list-style-type: none"> • Click on the link in the Confirmation Email and enter the user ID and password to access the live audio-visual webcast of the EGM proceedings; or • Call the toll-free telephone number in the Confirmation Email to access the live audio-only stream of the EGM proceedings.

An indicative timetable for the events which are scheduled to take place after the EGM is set out in the Circular.

7. FURTHER INFORMATION

For more information, CMT Unitholders can refer to CMT's website at https://cmt.listedcompany.com/aggm_egm.html, or contact CMT's Investor Relations team at ask-us@cmt.com.sg.

8. IMPORTANT REMINDER

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/agm_egm.html for the latest updates on the EGM.

9. RESPONSIBILITY STATEMENT

The directors of the CMT Manager¹ (including those who may have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed in this announcement which relate to CMT and/or the CMT Manager (excluding those relating to CCT and/or the CCT Manager) are fair and accurate and that there are no other material facts not contained in this announcement the omission of which would make any statement in this announcement misleading. The directors of the CMT Manager jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from CCT and/or the CCT Manager, the sole responsibility of the directors of the CMT Manager has been to ensure through reasonable enquiries that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this announcement. The directors of the CMT Manager do not accept any responsibility for any information relating to CCT and/or the CCT Manager or any opinion expressed by CCT and/or the CCT Manager.

The CMT Manager would like to thank all CMT Unitholders for their patience and co-operation in enabling CMT to hold the EGM with the optimal safe distancing measures amidst the current COVID-19 situation.

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
4 September 2020

¹ For the purpose of this announcement, all references to the directors of the CMT Manager and/or the independent directors of the CMT Manager shall exclude Mr Gay Chee Cheong, an independent director, who is currently on a leave of absence.

IMPORTANT NOTICE

The past performance of CapitalLand Mall Trust (“**CMT**”) and CapitalLand Mall Trust (as manager of CMT) (the “**CMT Manager**”) is not indicative of their respective future performances. The listing of the units of CMT (the “**CMT Units**”) on the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) does not guarantee a liquid market for the CMT Units. The value of the CMT Units and the income derived from them may fall as well as rise. The CMT Units are not obligations of, deposits in, or guaranteed by, the CMT Manager or any of its affiliates. An investment in the CMT Units is subject to investment risks, including the possible loss of the principal amount invested.

Investors have no right to request the CMT Manager to redeem their CMT Units while the CMT Units are listed. It is intended that CMT Unitholders may only deal in their CMT Units through trading on the SGX-ST.

This announcement is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for the CMT Units.

This announcement may contain forward-looking statements that involve assumptions, risks and uncertainties. Actual future performance, outcomes and results may differ materially from those expressed in forward-looking statements as a result of a number of risks, uncertainties and assumptions. Representative examples of these factors include (without limitation) general industry and economic conditions, interest rate trends, cost of capital and capital availability, competition from other developments or companies, shifts in expected levels of occupancy rate, property rental income, charge out collections, changes in operating expenses (including employee wages, benefits and training costs), governmental and public policy changes and the continued availability of financing in the amounts and the terms necessary to support future business. Neither CMT nor the CMT Manager undertakes any obligation to update publicly or revise any forward-looking statements.

You are cautioned not to place undue reliance on these forward-looking statements, which are based on the CMT Manager’s current view on future events.