

**CapitaLand Limited**  
(Registration Number: 198900036N)  
(Incorporated in the Republic of Singapore)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of CapitaLand Limited (the "Company") will be held at The Star Theatre, Level 5, The Star Performing Arts Centre, 1 Vista Exchange Green, Singapore 138617 on Friday, 12 April 2019 at 11.30 a.m. (or as soon thereafter as the annual general meeting of the Company to be held at 10.00 a.m. on the same day and at the same place is concluded or adjourned) (the "EGM") to consider and, if thought fit, to pass, with or without any modifications, the following resolutions:

Capitalised terms not otherwise defined herein shall have the meanings given to them in the circular of the Company dated 22 March 2019 (the "Circular").

1. The Proposed Transaction (Ordinary Resolution 1)

That contingent upon the passing of Ordinary Resolution 2 and Ordinary Resolution 3:

- (a) approval be and is hereby given by the IPT Independent Shareholders<sup>1</sup> for the purchase by the Company and/or its nominee(s) of all the issued ordinary shares in each of Ascendas Pte Ltd and Singbridge Pte. Ltd. for a total consideration of S\$6,035.9<sup>2</sup> million (the "Consideration") to be satisfied by an equal proportion of cash and new ordinary shares in the Company (the "Proposed Transaction"); and
- (b) any Director (other than Mr Stephen Lee Ching Yen, Mr Ng Kee Choe, Ms Euleen Goh Yiu Kiang, Mr Kee Teck Koon and Ms Goh Swee Chen) or any person as he may delegate be and is hereby authorised to approve all documents, instruments, deeds and forms as may be required under or pursuant to the sale and purchase agreement dated 14 January 2019 between the Company and Ascendas-Singbridge Pte. Ltd. (the "Vendor") in relation to the Proposed Transaction (the "SPA") (including any amendment or modification of the SPA), and to do all acts and things in relation to, or in connection with, the Proposed Transaction, as he may consider necessary, desirable or expedient to give effect to this Resolution.

2. The Proposed Allotment and Issuance of the Consideration Shares (Ordinary Resolution 2)

That contingent upon the passing of Ordinary Resolution 1 and Ordinary Resolution 3, approval be and is hereby given by the IPT Independent Shareholders for the allotment and issuance of 862,264,714 new ordinary shares in the capital of the Company (the "Consideration Shares") to the Vendor and/or its nominee(s) at an issue price of S\$3.50 for each Consideration Share, credited as fully paid-up, in satisfaction of the non-cash portion of the Consideration due to the Vendor for the Proposed Transaction, in accordance with the terms of the SPA.

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<sup>1</sup> Shareholders who are not deemed to have an interest in the Proposed Transaction under the Listing Manual of the Singapore Exchange Securities Trading Limited (and for the avoidance of doubt, such Shareholders who are not deemed to have an interest exclude the Vendor and its associates).

<sup>2</sup> Rounded to the nearest one decimal place.

3. The Whitewash Resolution

(Ordinary Resolution 3)

That contingent upon the passing of Ordinary Resolution 1 and Ordinary Resolution 2, the Whitewash Independent Shareholders<sup>3</sup>, on a poll, hereby unconditionally and irrevocably waive their rights under Rule 14 of the The Singapore Code on Take-overs and Mergers to receive a mandatory general offer from the Vendor and its concert parties, for all the issued ordinary shares in the Company not held by the Vendor and its concert parties, as a result of the Vendor's acquisition of the Consideration Shares.

BY ORDER OF THE BOARD

**MICHELLE KOH**  
Company Secretary

Singapore  
22 March 2019

**Notes:**

- I (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the EGM. Where such member's Proxy Form appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the Proxy Form.
- (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's Proxy Form appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50 of Singapore.

- II A proxy need not be a member of the Company.
- III The Proxy Form must be lodged/deposited at the office of the Company's Share Registrar, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902, no later than 9 April 2019 at 11.30 a.m., 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 member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) 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 Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

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<sup>3</sup> Shareholders of the Company other than the Vendor and its concert parties as well as parties not independent of them.