

Dated: 17 July 2021

NOTICE TO SHAREHOLDERS**- EGM AND SCHEME MEETING TO BE HELD BY WAY OF ELECTRONIC MEANS
- ELECTRONIC DISSEMINATION OF SCHEME DOCUMENT AND INTRODUCTORY DOCUMENT**

Dear Shareholder

We refer to the announcement on the Proposed Strategic Restructuring and Demerger of the Investment Management Business of CapitaLand Limited dated 22 March 2021 ("Proposed Transaction"). We are pleased to inform you that an Extraordinary General Meeting ("EGM") will be convened and held by way of electronic means on 10 August 2021 at 2:00 p.m. (Singapore time), and a Scheme Meeting will be convened on the same day at 2:15 p.m. (Singapore time) (or if the EGM concludes after 2:15 p.m., as soon thereafter following the conclusion of the EGM), to seek Shareholders' approval for the Proposed Transaction.

Please find enclosed a separate booklet containing the following documents in relation to the Proposed Transaction requiring your attention and action:

1. Notice of EGM
2. Notice of Scheme Meeting
3. EGM Proxy Form (Proxy Form A) on Resolution to be approved at the EGM
4. Scheme Meeting Proxy Form (Proxy Form B) on Resolution to be approved at the Scheme Meeting

The above documents as well as the Scheme Document and the Introductory Document are available for viewing on our website (https://investor.capitaland.com/aggm_egm.html) and on the website of the SGX-ST (<https://www.sgx.com/securities/company-announcements>). You may scan the QR code on the right for direct access to our website via any smart devices. Printed copies of the Scheme Document and the Introductory Document will not be despatched to Shareholders, but may be requested via the electronic request form available at our website.



QR code to
https://investor.capitaland.com/aggm_egm.html

As a precautionary measure due to the COVID-19 situation in Singapore, Shareholders will not be able to attend the EGM and Scheme Meeting (the "Meetings") in person. Alternative arrangements relating to attendance at the Meetings via electronic means (including arrangements by which the Meetings can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Meetings in advance and/or live at the Meetings, addressing of substantial and relevant questions prior to, and/or at, the Meetings and voting by appointing the Chairman of the Meetings as proxy at the Meetings, will be made.

For your easy reference, we have summarised the actions required from our Shareholders on the next page which also details the various methods which you can submit the Proxy Forms.

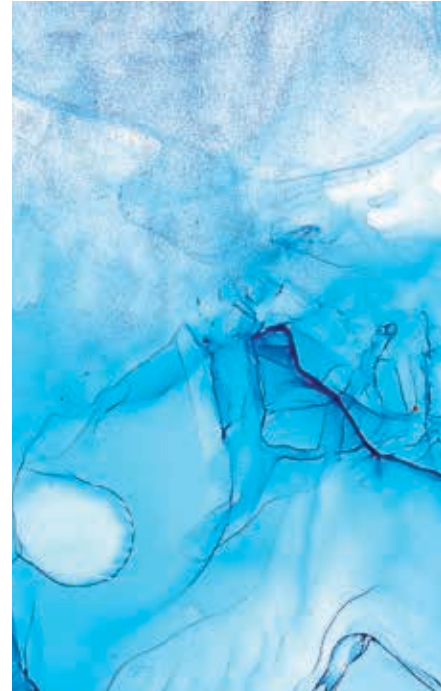
Thank you for your ongoing support for CapitaLand Limited. Please email us at groupir@capitaland.com should you have any questions.

Yours faithfully
For and on behalf of
CapitaLand Limited

Michelle Koh
Company Secretary

The information presented in this letter and booklet is qualified in its entirety by, and should be read in conjunction with, the information contained in the Scheme Document. All capitalised terms shall, if not otherwise defined, have the same meanings ascribed to them in the Scheme Document. All references to dates and times are to Singapore dates and times.

The Chinese version of this letter and booklet is provided for convenience only. In the event there is any inconsistency or conflict between the Chinese version and the English version, the English version shall prevail. The directors of the Company do not accept any responsibility for the translation.



ALL RESOURCES ON ONE PLATFORM

Please visit https://investor.capitaland.com/agm_egm.html for information and documents related to CapitalLand Limited's Extraordinary General Meeting ("EGM") and Scheme Meeting (the "Meetings") to be held on 10 August 2021



Scan QR for direct access

WHAT YOU CAN FIND AT OUR WEBSITE

- Scheme Document
- Introductory Document
- Notice of EGM
- Notice of Scheme Meeting
- Proxy Form A for EGM
- Proxy Form B for Scheme Meeting
- Instructions on how to complete and submit the Proxy Forms
- Registration link to submit instruments of proxy electronically ("e-Proxy Forms") and attend the EGM and Scheme Meeting to be held on 10 August 2021
- Request Form for Hardcopy Scheme Document and Introductory Document

The Scheme Document, Introductory Document, Notices of the Meetings and Proxy Forms A and B are also available on the website of the SGX-ST at <https://www.sgx.com/securities/company-announcements>.

ACTIONS REQUIRED FROM SHAREHOLDERS – YOUR PARTICIPATION MATTERS

01

PLEASE READ THE NOTICE OF EGM AND NOTICE OF SCHEME MEETING.

Resolutions requiring Shareholders' approval are detailed in each of the Notices for your information.

The Scheme Document and Introductory Document containing detailed information on the DIS, the Scheme and CapitalLand Investment Limited are also available on the same website for your reference.

02

PLEASE SUBMIT PROXY FORM A OR THE E-PROXY FORM FOR THE EGM AND PROXY FORM B OR THE E-PROXY FORM FOR THE SCHEME MEETING WITH YOUR VOTING INSTRUCTIONS.

As a precautionary measure due to the COVID-19 situation in Singapore, you will not be able to attend the Meetings in person. Therefore, please appoint the Chairman of the Meetings to vote on your behalf at the Meetings.

THREE WAYS TO SUBMIT THE PROXY FORMS:

01 BY E-PROXY FORMS (for Shareholders who are individuals only)*

Complete the e-Proxy Forms following registration for the Meetings via the pre-registration website at https://investor.capitaland.com/agm_egm.html

02 BY EMAIL (for all Shareholders whether individuals or corporates)

Email the PDF copies of the completed Proxy Forms A and B to CapitalLand2021@boardroomlimited.com

03 BY MAIL (for all Shareholders whether individuals or corporates)

Send the completed Proxy Forms A and B by post to:

CAPITALAND LIMITED
c/o Boardroom Corporate & Advisory Services Pte. Ltd.
50 Raffles Place #32-01
Singapore Land Tower
Singapore 048623

(Please cater sufficient time for mail to be delivered)

Proxy Form A or the e-Proxy Form (for EGM) must reach the Company's Share Registrar or be submitted no later than **2:00 p.m. on 7 August 2021** and Proxy Form B or the e-Proxy Form (for Scheme Meeting) must reach the Company's Share Registrar or be submitted no later than **2:15 p.m. on 7 August 2021** to be valid.

* Instruments of proxy executed under a power of attorney on behalf of an individual or by executors on behalf of a deceased individual's estate may only be submitted by email or post.

03

JOIN THE EGM AND SCHEME MEETING TO BE HELD VIRTUALLY, STARTING AT 2:00 PM. AND 2:15 PM.*, RESPECTIVELY ON 10 AUGUST 2021.

- ▶ Shareholders will have the opportunity to ask questions during the live Questions and Answers session at the Meetings.
- ▶ Shareholders may also submit questions prior to the Meetings.

** Or in the event that the EGM concludes after 2.15 p.m., as soon as possible thereafter following the conclusion of the EGM*

Please find instructions in the Notice of EGM and Notice of Scheme Meeting.

REGISTER ONLINE BY SATURDAY, 7 AUGUST 2021, 2:15 P.M.

Confirmation email with login details will be sent to authenticated Shareholders by 5:00 p.m. on Sunday, 8 August 2021.

The information presented in this letter and booklet is qualified in its entirety by, and should be read in conjunction with, the information contained in the Scheme Document. All capitalised terms shall, if not otherwise defined, have the same meanings ascribed to them in the Scheme Document. All references to dates and times are to Singapore dates and times.

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WHY YOUR PARTICIPATION MATTERS

POSSIBLE OUTCOMES FOR THE EGM AND THE SCHEME MEETING

- The DIS Resolution to be approved at the EGM and the Scheme Resolution to be approved at the Scheme Meeting are INTER-CONDITIONAL
- The Offeror, CLA, will abstain from voting at both the EGM and the Scheme Meeting

RESOLUTIONS

APPROVAL THRESHOLDS

EGM (PROXY FORM A)

To approve the Capital Reduction and Distribution *In Specie*

- ▶ Of all the CapitaLand Shares voted (in person or by proxy) at the EGM, at least 75% of CapitaLand Shares voted "For"

SCHEME MEETING (PROXY FORM B)

To approve the Scheme of Arrangement

- ▶ Of all the CapitaLand Shares voted (in person or by proxy) at the Scheme Meeting, at least 75% of CapitaLand Shares voted "For"
- ▶ Of all the Shareholders present and voting (in person or by proxy) at the Scheme Meeting, more than 50% in number voted "For"

YOUR VOTES MAY RESULT IN THE POSSIBLE OUTCOMES BELOW:

SCENARIO 1

EGM

The DIS Resolution is approved

AND

Scheme Meeting

The Scheme Resolution is approved

OUTCOME 1

Subject to the approval of the DIS by the Court and sanction of the Scheme by the Court, the DIS and the Scheme will proceed:¹

1. CapitaLand Investment Limited will be listed; and
2. CapitaLand Limited will be privatised and delisted.

SCENARIO 2

The DIS Resolution at the EGM **and/or** the Scheme Resolution at the Scheme Meeting are/is not approved

OUTCOME 2

The DIS and the Scheme will not proceed.

WE LOOK FORWARD TO YOUR SUPPORT TO ACCELERATE CAPITALAND'S GROWTH.

¹ Assuming all the other Scheme Conditions are satisfied and/or waived (as the case may be) by the Long Stop Date.

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STEP 2: RETURN THE COMPLETED PROXY FORMS A AND B

01 BY EMAIL

Send the PDF copies of the completed and signed Proxy Forms A and B via email to CapitaLand2021@boardroomlimited.com

02 BY MAIL

Lodge the completed and signed Proxy Forms A and B at the office of CapitaLand's Share Registrar at

CAPITALAND LIMITED
c/o Boardroom Corporate & Advisory Services Pte. Ltd.
50 Raffles Place #32-01
Singapore Land Tower
Singapore 048623



Proxy Form A must reach CapitaLand's Share Registrar **NO LATER THAN Saturday, 7 August 2021 at 2:00 p.m.**, and Proxy Form B must reach CapitaLand's Share Registrar **NO LATER THAN Saturday, 7 August 2021 at 2:15 p.m.**, being 72 hours before the time fixed for the respective Meetings.

CPFIS Members and SRS Investors who wish to appoint the Chairman of the Meetings as their proxy should approach their respective CPF agent banks or SRS approved banks to submit their votes by 5.00 pm on Thursday, 29 July 2021, being 7 working days before the date of the Meetings.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors (including any who may have delegated detailed supervision of the preparation of this letter and booklet) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this letter and booklet in each case which relate to the Company, CLI and CICT (excluding information relating to the Offeror or any opinion expressed by the Offeror) are fair and accurate and that, where appropriate, no material facts which relate to the Company, CLI and CICT have been omitted from this letter and booklet, and the Directors jointly and severally accept responsibility accordingly.

Where any information which relates to the Company, CLI and CICT has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Offeror, the sole responsibility of the Directors has been to ensure that, through reasonable enquiries, such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this letter and booklet. The Directors do not accept any responsibility for any information relating to the Offeror or any opinion expressed by the Offeror.

CONTACT INFORMATION

CAPITALAND LIMITED

CLA REAL ESTATE HOLDINGS PTE. LTD.

J.P. Morgan (S.E.A.) Limited

Investment Banking
Tel: +65 6882 8139

CapitaLand Limited

Investor Relations
Tel: +65 6713 2888

DBS Bank Ltd.

Strategic Advisory
Tel: +65 6878 4620

The information presented in this letter and booklet is qualified in its entirety by, and should read in conjunction with, the information contained in the Scheme Document. For information relating to CLI, please also refer to the Introductory Document.

If there should be any inconsistency or conflict between this letter and booklet and the Scheme Document, the Scheme Document shall prevail. Nothing in this section is intended to be, or shall be taken as, an advice, a recommendation or a solicitation to the Shareholders or any other party.

Shareholders are advised to refrain from taking any action in relation to their Shares which may be prejudicial to their interests. The recommendation of the Independent Directors, and advice and recommendation of the IFA to the Independent Directors, in respect of the Scheme, are each set out in the Scheme Document. Shareholders are advised to read the IFA Letter set out in Appendix 1 to the Scheme Document carefully.

All capitalised terms shall, if not otherwise defined, have the same meanings ascribed to them in the Scheme Document. All references to dates and times are to Singapore dates and times.

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2021年7月17日

股东须知

- 将以电子方式召开特别股东大会和协议安排会议
- 将以电子形式发布协议安排文件和介绍文件

尊敬的各位股东:

兹提述凯德集团有限公司于2021年3月22日发布的有关投资管理业务拟议战略重组和分拆(以下简称“拟议交易”)的公告。我们欣然通知阁下本公司将于2021年8月10日下午2点(新加坡时间)以电子方式召开特别股东大会,并将于同一天下午2点15分(新加坡时间)召开协议安排会议(或如果特别股东大会结束时间晚于下午2点15分,则会在特别股东大会结束后尽快举行协议安排会议),以寻求股东对拟议交易的批准。

随函附上一本单独手册,其中包含需提请阁下注意并采取行动的与拟议交易相关的以下文件:

1. 特别股东大会通知
2. 协议安排会议通知
3. 关于要在特别股东大会上批准的决议的特别股东大会代理人委任表格(代理人委任表格A)(蓝色表格)
4. 关于要在协议安排会议上批准的决议的协议安排会议代理人委任表格(代理人委任表格B)(绿色表格)

上述文件以及协议安排文件和介绍文件也可在以下网站查阅:我们的网站(https://investor.capitaland.com/aggm_eggm.html)和新加坡交易所的网站(<https://www.sgx.com/securities/company-announcements>)。阁下可通过任何智能设备扫描右侧二维码直接访问我们的网站。协议安排文件和介绍文件的印刷本将不会寄发给股东,但可通过我们的网站上的电子申请表要求寄发。

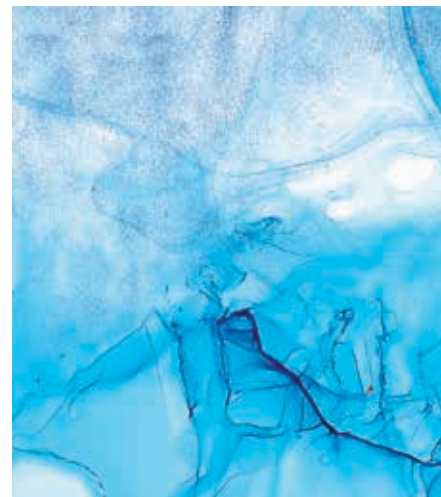
鉴于新加坡当前的疫情形势,作为疫情防控措施,股东不能亲自出席特别股东大会和协议安排会议(统称“会议”)。我们将作出替代安排,让股东以电子方式出席会议(包括通过现场音视频网络直播或现场音频网络直播以电子方式出席会议)、事先向大会主席提交问题和/或会议召开期间实时提交问题、在会中解答实质性和相关问题以及通过任命大会主席作为代理人进行投票。

为方便阁下了解相关信息,下一页是我们总结的需股东采取的行动,还详细介绍了提交代理人委任表格的各种方法。

感谢阁下一直以来对凯德集团的大力支持。如有任何疑问,欢迎电邮至 groupir@capitaland.com。

此致
为了和代表
凯德集团

Michelle Koh
公司秘书



扫描二维码前往

https://investor.capitaland.com/aggm_eggm.html



查询全部资源的一站式平台

与凯德集团定于2021年8月10日举行的特别股东大会和协议安排会议（统称“会议”）有关的信息和文件请前往以下网站查阅 https://investor.capitaland.com/agm_egm.html



扫描二维码直接访问

网站资源

- 协议安排文件
 - 介绍文件
 - 特别股东大会通知
 - 协议安排会议通知
 - 特别股东大会的代理人委任表格A
 - 协议安排会议的代理人委任表格B
 - 关于如何填妥和提交代理人委任表格的说明
 - 以电子方式提交股东委托书(以下简称“电子代理人委任表格”)以及出席定于2021年8月10日举行的特别股东大会和协议安排会议的注册链接
 - 索取协议安排文件和介绍文件打印件的表格
- 协议安排文件、介绍文件、会议通知和代理人委任表格A和B也可在新交所网站 <https://www.sgx.com/securities/company-announcements> 上获取

需股东采取的行动— 阁下的参与至关重要

01

请阅读特别股东大会通知和协议安排会议通知。

需股东批准的议案在每份通知中均有详细说明,供阁下参考。

包含有关DIS,协议安排和CapitaLand Investment Limited的详细信息协议安排文件和介绍性文件也可在同一网站上获取。

02

请提交内含阁下投票指示的特别股东大会代理人委任表格A或电子代理人委任表格以及协议安排会议代理人委任表格B或电子代理人委任表格。

作为因应新加坡疫情形势的防控措施,阁下不能亲自出席会议。因此,请委任大会主席代表阁下在会上投票。

提交代理人委任表格的三种方式:

01 电子代理人委任表格(仅限个人股东*)

通过预注册网站 https://investor.capitaland.com/agm_egm.html 完成会议注册流程后填写电子代理人委任表格。

02 电邮(对于所有无论是个人还是公司股东)

请将PDF版本的已填妥代理人委任表格A和代理人委任表格B电邮至 CapitaLand2021@boardroomlimited.com

03 邮寄(对于所有无论是个人还是公司股东)

请将填妥的代理人委任表格A和代理人委任表格B邮寄至:

CAPITALAND LIMITED
c/o Boardroom Corporate & Advisory Services Pte. Ltd.
50 Raffles Place #32-01
Singapore Land Tower
Singapore 048623

(请预留充足寄送时间)

代理人委任表格A或电子代理人委任表格(特别股东大会)必须不晚于**2021年8月7日下午2点**送达本公司的股份过户登记处或提交,代理人委任表格B或电子代理人委任表格(协议会议)必须不晚于**2021年8月7日下午2点15分**送达本公司的股份过户登记处或提交方能生效。

* 根据授权书代表个人或由代表已故个人遗产的执行人签署的委托书只能通过电邮或邮寄方式提交。

加入以虚拟形式召开的分别于**2021年8月10日下午2点和下午2点15分**开始的特别股东大会和协议安排会议。

03

- ▶ 股东将有机会在会议直播的问答环节提问。
- ▶ 股东亦可以在会议之前提交问题。

* 如果特别股东大会结束时晚于下午2点15分,则会在特别股东大会结束后尽快举行协议安排会议。

相关说明请查阅特别股东大会通知和协议安排会议通知。

2021年8月7日下午2点15分前在线注册

包含详细登录信息的确认电子邮件将于**2021年8月8日**下午5点前发送给经过身份验证的股东。

本信函和手册中提供的信息整体受限于协议安排文件中包含的信息, 应与协议安排文件中包含的信息一起阅读。

除非另有定义,所有大写词汇应具有协议安排文件所赋予之涵义。所有提及的日期和时间均指新加坡日期和时间。

本信函和手册的中文版本仅为方便参考而提供。如中文版本与英文版本之间存在任何不一致或冲突之处,以英文版本为准。公司的董事对翻译不承担任何责任。

参与投票的理由—阁下的参与对我们至关重要

特别股东大会和协议安排会议的可能结果

- 提交特别股东大会审批的DIS决议以及提交协议安排会议审批的协议安排议案互为条件
- 要约人,CLA,将不能在特别股东大会和协议安排会议上投票

决议

审批门槛

特别股东大会(代理人委任表格A)

批准资本削减与实物分派

- ▶ 须经在特别股东大会上表决的股东(亲自或委托代理人出席会议)所持表决权的75%以上通过

协议安排会议(代理人委任表格B)

批准协议安排

- ▶ 须经在协议安排会议上表决的股东(亲自或委托代理人出席会议)所持表决权的75%以上通过
- ▶ 须经出席协议安排会议并在会上投票表决的股东(亲自或委托代理人出席会议)人数的50%以上通过

示意性投票表决结果如下:

场景1

特别股东大会
DIS议案获得通过

且

协议安排会议
协议安排议案获得通过

结果1

法院批准DIS和协议安排后,DIS和协议安排将继续进行:¹

1. 凯德投资有限公司将上市;
- 且
2. 凯德集团将私有化并退市

场景2

DIS议案在特别股东大会未获通过和/或协议安排
议案在协议安排会议未获通过

结果2

不再推进DIS和协议安排

期待阁下支持凯德集团发展壮大

¹ 假设所有其他协议安排条件在最后截止日期前已获满足及/或豁免(视情况而定)。

本信函和手册中提供的信息整体受限于协议安排文件中包含的信息, 应与协议安排文件中包含的信息一起阅读。除非另有定义,所有大写词汇应具有协议安排文件所赋予之涵义。所有提及的日期和时间均指新加坡日期和时间。

本信函和手册的中文版本仅为方便参考而提供。如中文版本与英文版本之间存在任何不一致或冲突之处, 以英文版本为准。公司的董事对翻译不承担任何责任。

关于如何填写 代理人委任表格A和B的说明

作为因应新加坡疫情形势的防控措施,阁下不能亲自出席会议。因此,请按以下说明填写并提交代理人委任表格,委任大会主席代表阁下在会上投票。

- 仅限个人股东² ▶ 通过会议预注册网站(https://investor.capitaland.com/agm_egm.html)提交电子代理人委任表格;
- 对于所有无论是个人还是公司的股东 ▶ 将PDF版本已填写的蓝色代理人委任表格A(特别股东大会)和绿色代理人委任表格B(协议安排会议)电邮至 CapitaLand2021@boardroomlimited.com;或
- 对于所有无论是个人还是公司的股东 ▶ 将已填写的蓝色代理人委任表格A(特别股东大会)和绿色代理人委任表格B(协议安排会议)邮寄至 **50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623**

随函附上代理人委任表格A和B,或可前往凯德集团网站https://investor.capitaland.com/agm_egm.html。

如阁下拟通过会议预注册网站提交电子代理人委任表格,请按预注册网站上的说明进行操作。

如阁下通过电邮或邮寄方式提交代理人委任表格,请参照以下说明:

第1步:填写代理人委任表格A和B(印刷本或PDF版本)

A 填写阁下的姓名和详细信息。

代理人委任表格A(特别股东大会):
如阁下希望行使所持的全部投票权对DIS决议案投票表决“赞成”、“反对”或“弃权”中的某一项,请在就DIS决议案提供的“赞成”、“反对”或“弃权”框中打“√”。否则,请酌情注明投票股数。

B **代理人委任表格B(协议安排会议):**
阁下在协议安排会议上只能针对决议的一种选项投出所有的票*。如阁下希望行使所持的全部投票权对DIS决议案投票表决“赞成”、“反对”或“弃权”中的某一项,请在就DIS决议案提供的“赞成”、“反对”或“弃权”框中打“√”。不要勾选超过一个框。

* 相关中介除外,其可视情况注明投票股数。

C 如阁下为企业,则代理人委任表格A和B必须盖有贵司的公章/印戳,并由获正式授权的高管或授权人签名。** 如果代理人委任表格A和B由授权人签字,授权委托书或经正式认证的副本必须连同代理人委任表格一起提交。

** 如没有公章/印戳,代理人委任表格A和B应由两名获授权的签字人签署。

D 请注明阁下持有凯德集团股份数量。

SCHEME MEETING PROXY FORM

CAPITALAND LIMITED
Company Registration No. 198800039N
(Incorporated in the Republic of Singapore)

SCHEME MEETING PROXY FORM ("PROXY FORM B")

IMPORTANT

1. All important terms used in this Scheme Meeting Proxy Form which are not otherwise defined herein shall bear the same meaning ascribed to them in the scheme document to shareholders of the Company dated 17 July 2021 (the "Scheme Document").

2. The Scheme Meeting is being convened, and will be held, by way of electronic means. The Scheme Meeting will be held on 10 August 2021, not later than 2:15 p.m. or in the event that the EGM concludes after 2:15 p.m., as soon as possible thereafter following the conclusion of the EGM. This Scheme Meeting Proxy Form will be sent to Shareholders by electronic means via publication on the Company's website at the URL: https://investor.capitaland.com/agm_egm.html and will also be made available on the SGG website at the URL: <https://www.sgg.com.sg/sgg/sgg-announcements>. In addition, printed copies of this Scheme Meeting Proxy Form will be sent by post to Shareholders.

3. Alternative arrangements relating to attendance at the Scheme Meeting by electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live streaming thread), submission of questions to the Chairman of the Scheme Meeting in advance of and/or live at the Scheme Meeting, addressing of substantial and relevant questions prior to, and/or at, the Scheme Meeting and voting by appointing the Chairman of the Scheme Meeting as proxy of the Scheme Meeting, are set out in the Notice of Scheme Meeting.

4. As a precautionary measure due to the COVID-19 situation in Singapore, Shareholders and persons who hold Shares through Relevant Intermediaries (as defined in the Scheme Document) will not be able to attend the Scheme Meeting in person. A Shareholder (whether individual or corporate) may appoint the Chairman of the Scheme Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Scheme Meeting if such Shareholder wishes to exercise his/her/its voting rights at the Scheme Meeting.

5. This Scheme Meeting Proxy Form is not valid for use by persons who hold Shares through Relevant Intermediaries and shall be ineffective for all intents and purposes if used or purport to be used by them. CPFID Members and SRS Investors who wish to appoint the Chairman of the Scheme Meeting as proxy should approach their respective CPF agent banks or SRS approved banks to submit their votes by 5:00 p.m. on 29 July 2021, using "voting days" before the date of the Scheme Meeting.

6. By submitting an instrument of proxy appointing the Chairman of the Scheme Meeting as proxy, the Shareholder accepts and agrees to the personal data privacy terms set out in the Notice of Scheme Meeting.

7. Please read the notes overlaid which contain instructions on, inter alia, the appointment of the Chairman of the Scheme Meeting as a Shareholder's proxy to attend, speak and vote on his/her/its behalf at the Scheme Meeting.

A We, _____ (Name) _____ (NRIC/Passport/Co. Regn. No.) of _____ (Address) being a member / members of CAPITALAND LIMITED (the "Company"), hereby appoint the Chairman of the Scheme Meeting as my / our proxy to attend, speak and vote for me / us on my / our behalf at the Scheme Meeting to be convened and held by way of electronic means on 10 August 2021 at 2:15 p.m. (Singapore time) (or in the event that the EGM concludes after 2:15 p.m., as soon as possible thereafter following the conclusion of the EGM) and at any adjournment thereof.

I/We direct the Chairman of the Scheme Meeting as my/our proxy to vote for or against, or to abstain from voting on, the Resolution to be proposed at the Scheme Meeting as indicated hereunder:

	For	Against	Abstain
B RESOLUTION: TO APPROVE THE SCHEME OF ARRANGEMENT			

Voting will be conducted by poll.

A Shareholder who is not a Relevant Intermediary:
If you are a Shareholder (other than a Relevant Intermediary), you may only cast all the votes you use at the Scheme Meeting in one way:

(i) if you wish to appoint the Chairman of the Scheme Meeting as your proxy to cast all your votes "For" or "Against" the resolution, please indicate with a tick "✓" in the "For" or "Against" box provided in respect of the resolution; or

(ii) if you wish to appoint the Chairman of the Scheme Meeting to abstain from voting on the resolution, please indicate with a tick "✓" in the "Abstain" box provided in respect of the resolution.

DO NOT TICK MORE THAN ONE BOX.

A Shareholder who is a Relevant Intermediary:
If you are a Relevant Intermediary, please indicate (i) the number of votes "For" or "Against" the Chairman of the Scheme Meeting as your proxy is directed to cast in the "For" or "Against" box provided in respect of the resolution and (ii) the number of Shares the Chairman of the Scheme Meeting as your proxy is directed to abstain from voting in the "Abstain" box provided in respect of the resolution. In the absence of specific directions in respect of the resolution, the appointment of the Chairman of the Scheme Meeting as your proxy for the resolution will be treated as invalid.

Total Number of Shares Held _____

C Signature or Common Seal of Member(s) _____ **D** Date _____

IMPORTANT: PLEASE READ NOTES OVERLEAF

² 根据授权书代表个人或由代表已故个人遗产的执行人签署的委托书只能通过电邮或邮寄方式提交。

本信函和手册中提供的信息整体受限于协议安排文件中包含的信息, 应与协议安排文件中包含的信息一起阅读。除非另有定义,所有大写词汇应具有协议安排文件所赋予之涵义。所有提及的日期和时间均指新加坡日期和时间。

本信函和手册的中文版本仅为方便参考而提供。如中文版本与英文版本之间存在任何不一致或冲突之处, 以英文版本为准。公司的董事对翻译不承担任何责任。

第2步:交回填妥的代理人委任表格A和B

01 电邮

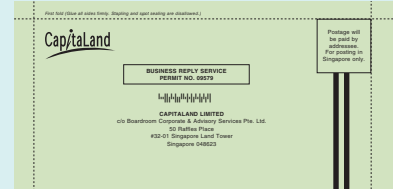
请将填妥并签名的代理人委任表格A和B的PDF版本电邮至 **CapitaLand2021@boardroomlimited.com**

02 邮寄

将填妥并签名的代理人委任表格A和B寄送至凯德集团的股份过户登记处办公室

CAPITALAND LIMITED

c/o Boardroom Corporate & Advisory Services Pte. Ltd.
50 Raffles Place #32-01
Singapore Land Tower
Singapore 048623



代理人委任表格A须不晚于**2021年8月7日下午2点**送达凯德集团的股份过户登记处,代理人委任表格B须不晚于**2021年8月7日下午2点15分**送达凯德集团的股份过户登记处方,即不晚于各自会议确定的召开时间前72小时。

希望委任大会主席作为其代理人的中央公积金投资计划(CPFIS)成员及退休辅助计划(SRS)投资者应联系各自的中央公积金代理银行或SRS获批准银行,于2021年7月29日(即会议召开日前7个工作日)下午5点前提交投票。

董事责任声明书

本公司董事(包括任何已委托相关人员监督这份信函和手册编制工作的董事)已采取一切合理注意确保这份信函和手册中陈述的与本公司、CLI和CICT有关的事实和表达的所有有关意见(不包括与要约人有关的信息或要约人表达的任何意见)是公允、准确的,并且在适当情况下,这份信函和手册中没有遗漏任何与本公司、CLI和CICT相关的重大事实,并且董事承担相应的共同及连带责任。

如果任何与本公司、CLI和CICT相关的信息是从已发布或其他公开来源处摘录或复制或从要约人处取得,董事的唯一责任是通过合理查询确保此类信息准确摘录自该等来源,或在这份信函和手册中得以准确反映或复制(视具体情况)。董事不对与要约人相关的任何信息和要约人表达的任何意见承担任何责任。

联系方式信息

凯德集团

摩根大通银行
投资银行部门
电话号码: +65 6882 8139

凯德集团
集团投资者关系

电话号码: +65 6713 2888

凯腾控股私人有限公司

星展银行
策划咨询
电话号码: +65 6878 4620

本信函和手册中提供的信息整体受限于协议安排文件中包含的信息, 应与协议安排文件中包含的信息一起阅读。有关CLI的信息, 另请参阅介绍文件。

如本信函和手册与协议安排文件之间存在任何不一致或冲突之处, 以协议安排文件为准。此处任何部分均不欲作为或应被视为对股东或任何其他方的建议、推荐意见或招揽。

建议股东避免采取可能损害其利益的、与其持有的股份有关的行动。独立董事有关协议安排的推荐意见和独立财务顾问致独立董事的、有关协议安排的建议与推荐意见均已列示在协议安排文件中。建议股东仔细阅读列示在协议安排文件附件1中的独立财务顾问建议函。

除非另有定义,所有大写词汇应具有协议安排文件所赋予之涵义。所有提及的日期和时间均指新加坡日期和时间。

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