
LETTER TO UNITHOLDERS DATED 28 MARCH 2024 IN RELATION TO RESOLUTION 4



CAPITALAND CHINA TRUST

(Constituted in the Republic of Singapore pursuant to a trust deed dated 23 October 2006 (as amended))

28 March 2024

To: The unitholders of CapitaLand China Trust

Dear Sir/Madam

1. INTRODUCTION

1.1 Summary

We refer to the proposed Ordinary Resolution 4 ("**Resolution 4**") under the "**Special Business**" section of the notice dated 28 March 2024 convening the annual general meeting of CapitaLand China Trust ("**CLCT**", and the notice, the "**Notice of Annual General Meeting**") to be held at Big Picture Theatre, Level 9, Capital Tower, 168 Robinson Road, Singapore 068912 and using virtual meeting technology on Monday, 22 April 2024 at 3.30 p.m. (Singapore Time) (the "**AGM**").

Resolution 4 relates to the proposed renewal of the unit buy-back mandate of CapitaLand China Trust Management Limited, as manager of CLCT (the "**Manager**"). The Manager's existing mandate to exercise its powers to procure the repurchases of units in CLCT ("**Units**") for and on behalf of CLCT without the prior specific approval of the holders of Units ("**Unitholders**") in a general meeting was approved by Unitholders at the annual general meeting of CLCT that was held on 18 April 2023, and such mandate would expire on 22 April 2024, being the date of the AGM. In this regard, the Manager seeks approval from Unitholders at the AGM in relation to the renewal of the mandate to exercise its powers to procure the repurchases of Units without the prior specific approval of Unitholders in a general meeting (the "**Unit Buy-Back Mandate**").

1.2 This Letter

The purpose of this Letter is to provide Unitholders with information relating to the above proposal which will be tabled at the AGM.

1.3 Advice to Unitholders

Unitholders should note that by approving Resolution 4 relating to the Unit Buy-Back Mandate, they will be renewing the authority of the Manager to procure the repurchases of Units on the terms and conditions set out in paragraph 2 of this Letter and in accordance with all applicable laws and regulations, including but not limited to the provisions of the trust deed dated 23 October 2006 constituting CLCT (as amended, varied or supplemented from time to time) (the "**Trust Deed**") and the Listing Manual of the SGX-ST (the "**Listing Manual**").

(See "**The Proposed Renewal of the Unit Buy-Back Mandate**" in paragraph 2 of this Letter for further details.)

If a Unitholder is in any doubt as to the action he should take, he should consult his stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

1.4 Singapore Exchange Securities Trading Limited (“SGX-ST”)

The SGX-ST assumes no responsibility for the accuracy of any statements or opinions made, or reports contained, in this Letter.

2. THE PROPOSED RENEWAL OF THE UNIT BUY-BACK MANDATE

2.1 Rationale for the Unit Buy-Back Mandate

The approval of the renewal of the Unit Buy-Back Mandate authorising the Manager to repurchase Units for and on behalf of CLCT would give the Manager the flexibility to undertake repurchases of Units (the “**Unit Buy-Back**”) of up to the 5.0% limit described in paragraph 2.2.1 of this Letter at any time, during the period when the Unit Buy-Back Mandate is in force.

The rationale for seeking the Unit Buy-Back Mandate is as follows:

- (i) the Unit Buy-Back Mandate would be a flexible and cost-effective capital management tool to enhance return on equity for Unitholders and/or the net asset value (the “**NAV**”) per Unit; and
- (ii) the Unit Buy-Back Mandate, when exercised at appropriate times, would help mitigate short-term market volatility, off-set the effects of short-term speculative trading of the Units and bolster market confidence in the Units.

While the Unit Buy-Back Mandate would authorise Unit Buy-Backs of up to the said 5.0% limit during the period when the Unit Buy-Back Mandate is in force, Unitholders should note that Unit Buy-Backs may not necessarily be carried out to the entire 5.0% limit as authorised by Unitholders.

Unit Buy-Backs will be made only when the Manager considers it to be in the best interests of CLCT and the Unitholders.

Rule 723 of the Listing Manual requires CLCT to ensure that at least 10.0% of its Units are at all times held by the public (the “**Public Float**”). As at 7 March 2024, being the latest practicable date prior to the issuance of this Letter (the “**Latest Practicable Date**”), the Public Float is approximately 68.26%, and accordingly, the Manager is of the view that the orderly trading and the listing status of the Units on the SGX-ST is not likely to be affected by the Unitholders’ approval of the Unit Buy-Back Mandate and Unit Buy-Backs thereunder.

2.2 Authority and Limits on the Unit Buy-Back Mandate

The authority conferred on the Manager and the limits placed on repurchases of Units by the Manager under the Unit Buy-Back Mandate are set out below:

2.2.1 Maximum Limit

The total number of Units which may be repurchased pursuant to the Unit Buy-Back Mandate is limited to that number of Units representing not more than 5.0% of the total number of issued Units as at the date of the AGM.¹

¹ Pursuant to Rule 882 of the Listing Manual, a unit buy-back shall not exceed 10.0% of the total number of issued units excluding treasury units and subsidiary holdings, if any, in each class as at the date of the resolution passed by unitholders for the unit buy-back. For the avoidance of doubt, CLCT does not hold any treasury units and there are no subsidiary holdings as none of the subsidiaries of CLCT hold any Units. There is also only one class of Units in CLCT.

FOR ILLUSTRATIVE PURPOSES ONLY: On the basis of 1,688,862,115 Units in issue as at the Latest Practicable Date, and assuming that no further Units are issued on or prior to the AGM at which the Unit Buy-Back Mandate is approved, not more than 84,443,105 Units (representing 5.0% of the issued Units) may be repurchased by the Manager pursuant to the Unit Buy-Back Mandate during the Mandate Duration (as defined herein).

2.2.2 Duration of Authority

Unless revoked or varied by Unitholders in a general meeting, the Unit Buy-Back Mandate, if approved by Unitholders, will be in force from the period commencing from the date on which the AGM is held and the Unit Buy-Back Mandate is approved and expiring on the earliest of the following dates:

- (i) the date on which the next annual general meeting of CLCT is held;
- (ii) the date by which the next annual general meeting of CLCT is required by applicable laws and regulations or the provisions of the Trust Deed to be held; or
- (iii) the date on which the repurchases of Units by the Manager pursuant to the Unit Buy-Back Mandate are carried out to the full extent mandated,

(the “**Mandate Duration**”).

Under the Trust Deed and the prevailing laws and regulations of Singapore, subject to any waiver by the regulatory authorities, CLCT is required to convene an annual general meeting of Unitholders once every calendar year and not more than 15 months after the holding of the last preceding annual general meeting, and in any case within four months from the financial year end of CLCT.

The authority conferred on the Manager under the Unit Buy-Back Mandate to repurchase Units may be renewed at the next annual general meeting of Unitholders. When seeking the approval of Unitholders for any subsequent Unit buy-back mandate, the Manager shall disclose details of each Unit buy-back made during the Mandate Duration in respect of the Unit buy-back mandate immediately preceding such Unit buy-back mandate being sought, including the total number of Units repurchased, the repurchase price per Unit or the highest and lowest prices paid for such repurchases of Units, where relevant, and the total consideration paid for such repurchases.

2.2.3 Manner of Repurchase

Repurchases of Units may be made by way of:

- (i) market repurchase(s) (“**Market Repurchases**”); and/or
- (ii) off-market repurchase(s) (“**Off-Market Repurchases**”).

Market Repurchases refer to repurchases of Units by the Manager effected on the SGX-ST and/or, as the case may be, such other stock exchange for the time being on which the Units may be listed and quoted, through one or more duly licensed stockbrokers appointed by the Manager for the purpose.

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Off-Market Repurchases refer to repurchases of Units by the Manager (which are not Market Repurchases) made under an equal access scheme or schemes for the repurchase of Units from Unitholders in accordance with the Trust Deed. In this regard, an Off-Market Repurchase must satisfy all the following conditions:

- (i) offers for the repurchase or acquisition of Units shall be made to every person who holds Units to repurchase or acquire the same percentage of their Units;
- (ii) all of the above-mentioned persons shall be given a reasonable opportunity to accept the offers made to them; and
- (iii) the terms of all the offers shall be the same, except that there shall be disregarded:
 - (a) differences in consideration attributable to the fact that offers may relate to Units with different accrued distribution entitlements;
 - (b) differences in consideration attributable to the fact that the offers may relate to Units with different amounts remaining unpaid; and
 - (c) differences in the offers introduced solely to ensure that each Unitholder is left with a whole number of Units.

Additionally, the Listing Manual provides that, in making an Off-Market Repurchase, the Manager must issue an offer document to all Unitholders which must contain, *inter alia*:

- (i) the terms and conditions of the offer;
- (ii) the period and procedures for acceptances;
- (iii) the reasons for the proposed Unit repurchases;
- (iv) the consequences, if any, of Unit repurchases by the Manager that will arise under the Singapore Code on Take-overs and Mergers (the “**Code**”) or other applicable takeover rules;
- (v) whether the Unit repurchases, if made, could affect the listing of the Units on the SGX-ST;
- (vi) details of any Unit repurchases made by the Manager in the previous 12 months (whether Market Repurchases or Off-Market Repurchases in accordance with an equal access scheme), giving the total number of Units repurchased, the repurchase price per Unit or the highest and lowest prices paid for the repurchases, where relevant, and the total consideration paid for the repurchases; and
- (vii) whether the Units repurchased by the Manager will be cancelled or kept as treasury Units.

2.2.4 Repurchase Price

The Manager has the discretion to determine the repurchase price for a repurchase of Units under a unit buy-back mandate, subject to such repurchase price not exceeding 105.0% of the Average Closing Price (as defined herein) of the Units for both a Market Repurchase and an Off-Market Repurchase (the “**Maximum Price**”), excluding Related Expenses (as defined herein) of such repurchase.

For the purposes of this paragraph 2.2.4:

“**Average Closing Price**” means the average of the closing market prices of the Units over the last five Market Days (as defined herein), on which transactions in the Units were recorded, immediately preceding the date of the Market Repurchase or, as the case may be, the date of the making of the offer pursuant to the Off-Market Repurchase, and deemed to be adjusted for any corporate action that occurs during the relevant five Market Days and the date of the Market Repurchase or, as the case may be, the date of the making of the offer pursuant to the Off-Market Repurchase; and

“**date of the making of the offer**” means the date on which the Manager makes an offer for an Off-Market Repurchase, stating therein the repurchase price (which shall not be more than the Maximum Price for an Off-Market Repurchase calculated on the foregoing basis) for each Unit and the relevant terms of the equal access scheme for effecting the Off-Market Repurchase.

2.3 Status of Repurchased Units

Under the Trust Deed, a Unit repurchased by way of a Unit buy-back shall be deemed cancelled immediately on repurchase (and all rights and privileges attached to such Unit will expire on such cancellation).

2.4 Reporting Requirements

Rule 886 of the Listing Manual specifies that an issuer shall notify the SGX-ST of all repurchases or acquisitions of its Units not later than 9.00 a.m.:

- (i) in the case of a Market Repurchase, on the Market Day following the day on which the Market Repurchase was made; or
- (ii) in the case of an Off-Market Repurchase under an equal access scheme, on the second Market Day after the close of acceptance of the offer for the Off-Market Repurchase.

The notification of any such repurchases of Units to the SGX-ST (in the form of an announcement on the SGXNet) shall be in such form and shall include such details as the SGX-ST may prescribe.

The Manager shall make arrangements with the appointed stockbrokers and/or custodians to ensure that they provide the Manager in a timely fashion the necessary information which will enable the Manager to make the notifications to the SGX-ST.

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2.5 Sources of Funds

The Manager may only apply funds for the repurchase of Units as provided in the Trust Deed and in accordance with the applicable laws and regulations in Singapore. The Manager may not repurchase Units for a consideration other than in cash.

The Manager intends to utilise CLCT's internal sources of funds, external borrowings, or a combination of both to finance the Manager's repurchase of Units on behalf of CLCT pursuant to the Unit Buy-Back Mandate, subject always to the requirements of the applicable laws and/or regulations in force at the relevant time.

2.6 Financial Effects

It is not possible for the Manager to calculate realistically or quantify the impact of repurchases of Units that may be made pursuant to the Unit Buy-Back Mandate on the NAV per Unit and distribution per Unit ("DPU") as the resultant effect would depend on, among others, the aggregate number of Units repurchased and the repurchase prices paid for such Units.

CLCT's total number of issued Units will be diminished by the total number of Units repurchased by way of a Unit Buy-Back as such Units will be cancelled.

The Manager will only exercise the Unit Buy-Back Mandate when it considers it to be in the best interests of CLCT and the Unitholders. The Manager will consider factors such as the working capital requirements, availability of financial resources, the investment and growth strategies of CLCT and the prevailing market conditions before repurchasing Units under the Unit Buy-Back Mandate. The Manager will exercise the Unit Buy-Back Mandate with a view to enhancing the DPU and/or the NAV per Unit. The Manager does not intend to exercise the Unit Buy-Back Mandate to such an extent as would have a material adverse effect on the financial position of CLCT.

FOR ILLUSTRATIVE PURPOSES ONLY: The financial effects of a Unit buy-back on CLCT are based on the assumptions set out below:

- (i) 84,443,105 Units (representing approximately 5.0% of the issued Units as at the Latest Practicable Date) are repurchased by the Manager pursuant to the Unit Buy-Back Mandate on 1 January 2023;
- (ii) 1,688,862,115 Units are in issue as at the Latest Practicable Date (assuming no further Units are issued on or prior to the AGM at which the Unit Buy-Back Mandate is approved);
- (iii) Units are repurchased by the Manager at the Maximum Price of S\$0.7674 per Unit (being the price equivalent to 105.0% of the Average Closing Price of the Units immediately preceding the Latest Practicable Date), and accordingly, the maximum amount of funds required for the repurchase of the 84,443,105 Units, representing 5.0% of the issued Units as at the Latest Practicable Date (excluding Related Expenses), is approximately S\$64.8 million;
- (iv) the Unit Buy-Back Mandate has been effective since 1 January 2023;
- (v) all Units repurchased under the Unit Buy-Back Mandate are cancelled;
- (vi) the repurchases of Units are funded solely by internal sources of funds of CLCT; and
- (vii) there are no changes to the distribution policy to Unitholders.

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Based on the assumptions set out above, the financial effects of the repurchase of 84,443,105 Units (representing approximately 5.0% of the issued Units as at the Latest Practicable Date) by the Manager pursuant to the Unit Buy-Back Mandate are set out below based on the audited consolidated financial statements of CLCT and its subsidiaries (the “**CLCT Group**”) for the financial year ended 31 December 2023 (“**FY 2023**”, and the audited consolidated financial statements of the CLCT Group, the “**FY 2023 Audited Financial Statements**”):

	FY 2023 Audited Financial Statements	Pro forma financial effects of Unit repurchases on the FY 2023 Audited Financial Statements
Net assets attributable to Unitholders of CLCT (S\$ million)	2,039.9	1,975.1
Total Assets (S\$ million)	4,995.8	4,931.0
Number of issued Units (as at the Latest Practicable Date) (million)	1,688.9	1,604.4
Financial Ratios		
Adjusted NAV per Unit (\$) (excluding outstanding distributable income)	1.18	1.20
DPU (cents)	6.74	7.09
Aggregate Leverage (%)	41.5%	42.1%

Unitholders should note that the financial effects set out in the table above are based on the FY 2023 Audited Financial Statements and are presented strictly for illustrative purposes only. The results of the CLCT Group for FY 2023 may not be representative of future performance. Although the Unit Buy-Back Mandate would authorise the Manager to repurchase up to 5.0% of the total number of issued Units, the Manager may not necessarily repurchase or be able to repurchase the entire 5.0% of the total number of issued Units at any time while the Unit Buy-Back Mandate is in force.

2.7 Taxation

Unitholders who are in doubt as to their respective tax positions or the tax implications of Unit repurchases by the Manager, or, who may be subject to tax whether in or outside Singapore, should consult their own professional advisers.

2.8 Units Repurchased by the Manager

As at the Latest Practicable Date, the Manager has not repurchased any Units pursuant to the existing Unit buy-back mandate approved by Unitholders at the annual general meeting of CLCT that was held on 18 April 2023.

2.9 Black-Out Periods

The Manager will not repurchase any Units for and on behalf of CLCT at any time after a material price sensitive development has occurred or has been the subject of a decision until such time the price sensitive information has been publicly announced. In addition, the Manager will not repurchase Units for and on behalf of CLCT during the period commencing one month before the announcement of the CLCT Group’s half year and full year financial statements.

2.10 Take-over Implications

The circumstances under which Unitholders and persons acting in concert with them will incur an obligation to make a mandatory take-over offer under Rule 14 of the Code after a repurchase of Units by the Manager are set out in Appendix 2 of the Code. The take-over implications which may arise from any repurchase by the Manager of Units by way of a Unit buy-back are set out below.

2.10.1 Obligation to make a Take-over Offer

If, as a result of any repurchase by the Manager of the Units, the proportionate interest in the voting rights of a Unitholder and persons acting in concert with him increases, such increase will be treated as an acquisition for the purposes of Rule 14 of the Code. Consequently, a Unitholder or a group of Unitholders acting in concert could obtain or consolidate effective control of CLCT and become obliged to make a mandatory take-over offer under Rule 14 of the Code.

2.10.2 Persons Acting in Concert

Applying the Code to CLCT, to the extent possible, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), co-operate, through the acquisition by any of them of Units (or otherwise), to obtain or consolidate effective control of CLCT.

Unless the contrary is established, the following persons, among others, will be presumed to be acting in concert, namely:

- (i) the following companies:
 - (a) a company (“**A**”);
 - (b) the parent company of (A) (“**B**”);
 - (c) the subsidiaries of (A) (each, “**C**”);
 - (d) the fellow subsidiaries of (A) (each, “**D**”);
 - (e) the associated companies of any of (A), (B), (C), or (D) (each, “**E**”);
 - (f) companies whose associated companies include any of (A), (B), (C), (D) or (E); and
 - (g) any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing companies for the purchase of voting rights; and
- (ii) a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts).

For this purpose, a company is an “**associated company**” (as defined in the Code) of another company if the second company owns or controls at least 20.0% but not more than 50.0% of the voting rights of the first-mentioned company.

2.10.3 Effect of Rule 14 and Appendix 2 of the Code

In general terms, the effect of Rule 14 and Appendix 2 of the Code is that, unless exempted², Unitholders and/or persons acting in concert with them will incur an obligation to make a mandatory take-over offer under Rule 14 of the Code if, as a result of the Manager repurchasing Units by way of a Unit buy-back, the voting rights of such Unitholders and/or their concert parties would increase to 30.0% or more, or in the event that such Unitholders and/or their concert parties hold between 30.0% and 50.0% of the voting rights in CLCT, if the voting rights of such Unitholders and/or their concert parties would increase by more than 1.0% in any period of six months.

Under Appendix 2 of the Code, a Unitholder not acting in concert with the directors of the Manager (“**Directors**”) will not be required to make a mandatory take-over offer under Rule 14 of the Code if, as a result of the Manager repurchasing Units by way of a Unit buy-back, the voting rights of such Unitholder would increase to 30.0% or more, or, if such Unitholder holds between 30.0% and 50.0% of the voting rights in CLCT, the voting rights of such Unitholder would increase by more than 1.0% in any period of six months. Such Unitholder need not abstain from voting in respect of Resolution 4 relating to the renewal of the Unit Buy-Back Mandate.

Based on the above and on the interests of the Substantial Unitholders (as defined herein) in Units recorded in the Register of Substantial Unitholders as at the Latest Practicable Date, the aggregate direct unitholding of Retail Crown Pte. Ltd. (“**RCPL**”), HSBC Institutional Trust Services (Singapore) Limited, as trustee of CapitaLand Integrated Commercial Trust (the “**CICT Trustee**”), and CapitaLand China Trust Management Limited (“**CLCTML**”) before the purchase of Units is 511,067,618 Units (representing approximately 30.26%³ of the total number of Units in issue as at the Latest Practicable Date⁴).

Assuming (a) the Manager purchases 84,443,105 Units (being the maximum limit of 5.0% of the issued Units under the Unit Buy-Back Mandate) thereby decreasing the total number of Units in issue from 1,688,862,115 Units to 1,604,419,010 Units, (b) there are no changes in the aggregate number of Units held by RCPL, the CICT Trustee and CLCTML as at the Latest Practicable Date, and (c) no further Units are issued on or prior to the AGM, the aggregate unitholding of RCPL, the CICT Trustee and CLCTML after the repurchase of Units will be 511,067,618 Units (representing approximately 31.85% of the decreased total number of Units in issue).

In the above illustration, as at the Latest Practicable Date, the aggregate voting rights of RCPL, the CICT Trustee and CLCTML may increase from 30.26% to 31.85% in the event the Manager purchases 84,443,105 Units, being the maximum limit of 5.0% of the issued Units under the Unit Buy-Back Mandate.

In the event that their aggregate voting rights increase by more than 1.0% in any period of six months, RCPL, the CICT Trustee and CLCTML and persons acting in concert with them will become obligated to make a mandatory take-over offer under Rule 14 of the Code.

2 Unitholders and/or persons acting in concert with them will be exempted from the requirement to make a mandatory take-over offer under Rule 14 of the Code upon the satisfaction of the conditions set out in paragraph 3(a) of Appendix 2 of the Code.

3 Subsequent to the Latest Practicable Date, a total of 15,494,730 Units are expected to be issued pursuant to the distribution reinvestment plan established by CLCT. Further to the distribution reinvestment plan, the aggregate deemed interests of CLI will be approximately 30.81%.

4 The total number of Units in issue as at the Latest Practicable Date is 1,688,862,115.

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The Manager intends to monitor and limit the extent of its repurchases under the Unit Buy-Back Mandate such that the aggregate voting rights of RCPL, the CICT Trustee, CLCTML and persons acting in concert with them will not increase by more than 1.0% of the issued Units in any period of six months.

Important:

The statements herein do not purport to be a comprehensive or exhaustive description of all the relevant provisions of, or all the implications that may arise under the Code. Unitholders are advised to consult their professional advisers and/or the Securities Industry Council at the earliest opportunity as to whether an obligation to make a mandatory take-over offer would arise by reason of any Unit repurchases by the Manager.

2.11 Unitholders' Approval

In view of the foregoing, the Manager is seeking the approval of Unitholders for Resolution 4 relating to the renewal of the Unit Buy-Back Mandate.

Important:

Unitholders should note that by voting in favour of Resolution 4 relating to the renewal of the Unit Buy-Back Mandate, they will be authorising the Manager to procure the repurchase of Units on the terms and conditions set out in paragraph 2 of this Letter and in accordance with the provisions of the Trust Deed and all applicable laws and regulations, including but not limited to the Listing Manual.

3. INTERESTS OF DIRECTORS AND SUBSTANTIAL UNITHOLDERS

3.1 Interests of Directors

As at the Latest Practicable Date, certain Directors of the Manager collectively hold an aggregate direct and indirect interest in 1,799,149 Units. Based on the Register of Directors' Unitholdings as at the Latest Practicable Date, the direct and deemed interests and voting rights of the Directors who have interests in the Units are as follows:

Name of Director	Direct Interest		Deemed Interest		Contingent Awards of Units ³ under the Manager's	
	No. of Units	% ¹	No. of Units	% ¹	Performance Unit Plan	Restricted Unit Plan
Mr Soh Kim Soon	115,210	0.007	–	–	–	–
Mr Tan Tze Wooi	1,529,579	0.091	5,800	N.M. ²	0 to 342,858 ⁴	64,368 ^{5,6}
Mr Neo Poh Kiat	126,113	0.008	–	–	–	–
Professor Ong Seow Eng	12,897	0.001	–	–	–	–
Ms Tay Hwee Pio	9,550	0.001	–	–	–	–
Mr Tan Tee How	–	–	–	–	–	–
Ms Wan Mei Kit	–	–	–	–	–	–
Ms Quah Ley Hoon	–	–	–	–	–	–
Mr Puah Tze Shyang	–	–	–	–	–	–

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Notes:

- 1 The percentage is based on 1,688,862,115 Units in issue as at the Latest Practicable Date and rounded to the nearest 0.001%.
- 2 Not meaningful.
- 3 This refers to the number of Units which are the subject of contingent awards granted but not released under the Manager's Performance Unit Plan ("PUP") and Restricted Unit Plan ("RUP"). The final number of Units that will be released could range from 0% to a maximum of 200% of the baseline award under the PUP and from 0% to a maximum of 150% of the baseline award under the RUP.
- 4 The final number of Units to be released will depend on the achievement of pre-determined targets at the end of the respective performance periods for the PUP.
- 5 Being the unvested Units under the RUP.
- 6 On the final vesting, an additional number of Units of a total value equal to the value of the accumulated distributions which are declared during each of the vesting periods and deemed foregone due to the vesting mechanism of RUP, will also be released.

3.2 Interests of Substantial Unitholders

Based on the information available to the Manager, as at the Latest Practicable Date, the direct and deemed interests and voting rights of the Substantial Unitholders are as follows:

Name of Substantial Unitholder ¹	Direct Interest		Deemed Interest	
	No. of Units	% ²	No. of Units	% ²
Temasek Holdings (Private) Limited ("THPL")	–	–	533,038,433 ³	31.56
Tembusu Capital Pte. Ltd. ("Tembusu")	–	–	511,067,618 ⁴	30.26
Bartley Investments Pte. Ltd. ("Bartley")	–	–	511,067,618 ⁴	30.26
Mawson Peak Holdings Pte. Ltd. ("Mawson")	–	–	511,067,618 ⁴	30.26
Glenville Investments Pte. Ltd. ("Glenville")	–	–	511,067,618 ⁴	30.26
TJ Holdings (III) Pte. Ltd. ("TJ Holdings (III)")	–	–	511,067,618 ⁴	30.26
CLA Real Estate Holdings Pte. Ltd. ("CLA")	–	–	511,067,618 ⁴	30.26
CapitaLand Group Pte. Ltd. ("CLG")	–	–	511,067,618 ⁵	30.26
CapitaLand Investment Limited ("CLI")	–	–	511,067,618 ⁶	30.26
CapitaLand Mall Asia Limited ("CMA")	–	–	256,098,427 ⁶	15.16
CapitaLand Retail China Pte. Ltd. ("CLRC")	–	–	256,098,427 ⁶	15.16
RCPL	256,098,427	15.16	–	–
CLI Singapore Pte. Ltd. ("CLIS")	–	–	133,380,335 ⁶	7.89
HSBC Institutional Trust Services (Singapore) Limited, as trustee of CICT	133,380,335	7.89	–	–
CLCTML	121,588,856	7.19	–	–
CLI Asset Management Pte. Ltd. ("CLI AM")	–	–	121,588,856 ⁶	7.19

Notes:

- 1 "Substantial Unitholder" means a person with an interest in Units constituting not less than 5.0% of the total number of Units in issue.
- 2 The percentage is based on 1,688,862,115 Units in issue as at the Latest Practicable Date. Percentages are rounded down to the nearest 0.01%.
- 3 THPL is deemed to have an interest in the unitholdings in which its subsidiaries and associated companies (including but not limited to CLA) have or are deemed to have an interest pursuant to Section 4 of the Securities and Futures Act 2001 ("SFA").
- 4 THPL holds 100% of the equity interest in Tembusu, which holds 100% of the equity interest in Bartley, which holds 100% of the equity interest in Mawson, which holds 100% of the equity interest in Glenville, which holds 100% of the equity interest in TJ Holdings (III), which holds 100% of the equity interest in CLA, which holds 100% of equity interest in CLG. Each of Tembusu, Bartley, Mawson, Glenville, TJ Holdings (III) and CLA is deemed to have an interest in the unitholdings in which CLG is deemed to have an interest pursuant to Section 4 of the SFA.

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- 5 CLG holds approximately 53.03% of the equity interest in CLI and is deemed to have an interest in the unitholdings that CLI is deemed to have an interest pursuant to Section 4 of the SFA.
- 6 Pursuant to Section 4 of the SFA, CLI is deemed to have an interest in the unitholdings held by (a) CLI's indirect wholly owned subsidiary, RCPL, that CLI's indirect wholly owned subsidiary, CLRC and CLI's direct wholly owned subsidiary, CMA, are deemed to have an interest; (b) HSBC Institutional Trust Services (Singapore) Limited, as trustee of CICT as CLI's direct wholly owned subsidiary, CLIS, is deemed to have an interest in CLCT through CLIS' wholly owned subsidiaries which collectively hold more than 20% in CICT; and (c) CLI's indirect direct wholly owned subsidiary, CLCTML that CLI's direct wholly owned subsidiary, CLI AM, is deemed to have an interest.

4. DIRECTORS' RECOMMENDATION

Having considered the relevant factors, including the rationale for the proposed renewal of the Unit Buy-Back Mandate as set out in paragraph 2 of this Letter, the Directors recommend that Unitholders vote at the AGM in favour of Resolution 4 relating to the renewal of the Unit Buy-Back Mandate.

5. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Letter and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Letter constitutes full and true disclosure of all material facts about the proposed renewal of the Unit Buy-Back Mandate and the CLCT Group, and the Directors are not aware of any facts the omission of which would make any statement in this Letter misleading. Where information in this Letter has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Letter in its proper form and context.

6. DOCUMENT ON DISPLAY

A copy of the Trust Deed will be available for inspection at the registered office of the Manager⁵ for so long as CLCT is in existence.

Yours faithfully

CapitaLand China Trust Management Limited
(Registration Number: 200611176D)
as manager of **CapitaLand China Trust**

SOH KIM SOON
Chairman and Non-Executive Independent Director

⁵ Prior appointment with the Manager is required. Please contact Ms Nicole Chen, Investor Relations (Telephone: +65 6713 2888).

IMPORTANT NOTICE

This Letter may contain forward-looking statements. 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, availability of real estate properties, competition from other developments or companies, shifts in customer demands, shifts in expected levels of occupancy rate, property rental income, charge out collections, changes in operating expenses (including employee wages, benefits and training costs, property operating expenses), governmental and public policy changes and the continued availability of financing in the amounts and the terms necessary to support future business.

You are cautioned not to place undue reliance on these forward-looking statements, which are based on the Manager's current view on future events. No representation or warranty express or implied is made as to, and no reliance should be placed on, the fairness, accuracy, completeness or correctness of the information or opinions contained in this Letter. Neither the Manager nor any of its affiliates, advisers or representatives shall have any liability whatsoever (in negligence or otherwise) for any loss howsoever arising, whether directly or indirectly, from any use of, reliance on or distribution of this Letter or its contents or otherwise arising in connection with this Letter.

The past performance of CLCT is not indicative of future performance. The listing of the Units on the SGX-ST does not guarantee a liquid market for the Units. The value of the Units and the income derived from them may fall as well as rise. Units are not obligations of, deposits in, or guaranteed by, the Manager or any of its affiliates. An investment in the Units is subject to investment risks, including the possible loss of the principal amount invested. Investors have no right to request that the Manager redeem or purchase their Units while the Units are listed on the SGX-ST. It is intended that holders of Units may only deal in their Units through trading on the SGX-ST.

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

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GLOSSARY

%	:	Per centum or Percentage
AGM	:	The annual general meeting of Unitholders to be held at Big Picture Theatre, Level 9, Capital Tower, 168 Robinson Road, Singapore 068912 and using virtual meeting technology on Monday, 22 April 2024 at 3.30 p.m. (Singapore Time), to approve the matters set out in the Notice of Annual General Meeting
Average Closing Price	:	The average of the closing market prices of the Units over the last five Market Days, on which transactions in the Units were recorded, immediately preceding the date of the Market Repurchase or, as the case may be, the date of the making of the offer pursuant to the Off-Market Repurchase, and deemed to be adjusted for any corporate action that occurs during the relevant five Market Days and the date of the Market Repurchase or, as the case may be, the date of the making of the offer pursuant to the Off-Market Repurchase
CDP	:	The Central Depository (Pte) Limited
CICT	:	CapitaLand Integrated Commercial Trust
CICT Trustee	:	HSBC Institutional Trust Services (Singapore) Limited, as trustee of CICT
CLCT	:	CapitaLand China Trust
CLCT Group	:	CLCT and its subsidiaries
CLCTML	:	CapitaLand China Trust Management Limited
Code	:	The Singapore Code on Take-overs and Mergers
date of the making of the offer	:	The date on which the Manager makes an offer for an Off-Market Repurchase, stating therein the repurchase price (which shall not be more than the Maximum Price for an Off-Market Repurchase) for each Unit and the relevant terms of the equal access scheme for effecting the Off-Market Repurchase
Directors	:	Directors of the Manager
DPU	:	Distribution per Unit
FY 2023	:	The financial year ended 31 December 2023
FY 2023 Audited Financial Statements	:	The audited consolidated financial statements of the CLCT Group for FY 2023
Latest Practicable Date	:	7 March 2024, being the latest practicable date prior to the issuance of this Letter
Letter	:	This letter dated 28 March 2024
Listing Manual	:	The Listing Manual of the SGX-ST
Manager	:	CapitaLand China Trust Management Limited, in its capacity as manager of CLCT

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Mandate Duration	:	Unless revoked or varied by Unitholders in a general meeting, the period commencing from the date on which the AGM is held and the Unit Buy-Back Mandate is approved and expiring on the earliest of the following dates: <ul style="list-style-type: none">(i) the date on which the next annual general meeting of CLCT is held;(ii) the date by which the next annual general meeting of CLCT is required by applicable laws and regulations or the provisions of the Trust Deed to be held; or(iii) the date on which the repurchases of Units by the Manager pursuant to the Unit Buy-Back Mandate are carried out to the full extent mandated
Market Day	:	A day on which the SGX-ST and/or, as the case may be, such other stock exchange for the time being on which the Units may be listed and quoted, is open for trading in securities
Market Repurchases	:	Repurchases of Units by the Manager effected on the SGX-ST and/or, as the case may be, such other stock exchange for the time being on which the Units may be listed and quoted, through one or more duly licensed stockbrokers appointed by the Manager for the purpose
Maximum Price	:	Shall have the meaning ascribed to it in paragraph 2.2.4 of this Letter
NAV	:	Net asset value
Notice of Annual General Meeting	:	The notice dated 28 March 2024 convening the AGM of CLCT
Off-Market Repurchases	:	Repurchases of Units by the Manager (which are not Market Repurchases) made under an equal access scheme or scheme for the repurchase of Units from Unitholders in accordance with the Trust Deed
Ordinary Resolution	:	A resolution proposed and passed as such by a majority being greater than 50.0% or more of the total number of votes cast for and against such resolution at a meeting of Unitholders convened in accordance with the provisions of the Trust Deed
Public Float	:	Refers to the percentage of Units held by the public
RCPL	:	Retail Crown Pte. Ltd.
Related Expenses	:	Brokerage, stamp duty, commission, applicable goods and services tax and other related expenses
Resolution 4	:	The proposed Ordinary Resolution 4 under the “Special Business” section of the Notice of Annual General Meeting
S\$ and cents	:	Singapore dollars and cents
SFA	:	Securities and Futures Act 2001

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SGX-ST	:	Singapore Exchange Securities Trading Limited
Substantial Unitholder	:	A person with an interest in Units constituting not less than 5.0% of the total number of Units in issue
Trust Deed	:	The trust deed dated 23 October 2006 constituting CLCT, as amended, varied or supplemented from time to time
Unit	:	A unit representing an undivided interest in CLCT
Unit Buy-Back	:	The buy-back of Units pursuant to the Unit Buy-Back Mandate
Unit Buy-Back Mandate	:	The proposed unit buy-back mandate to be given to the Manager by way of an Ordinary Resolution in a general meeting to exercise its powers to procure the repurchase of Units for and on behalf of CLCT without the prior specific approval of Unitholders at a general meeting
Unitholders	:	The registered holders for the time being of a Unit, including person(s) so registered as joint holders, except where the registered holder is CDP, the term “ Unitholder ” shall, in relation to Units registered in the name of CDP, mean, where the context requires, the Depositor whose Securities Account with CDP is credited with Units

The terms “**Depositor**” and “**Depository Register**” shall have the meanings ascribed to them respectively in Section 81SF of the SFA.

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall include corporations.

Any reference in this Letter to any enactment is a reference to that enactment for the time being amended or re-enacted.

Any reference to a time of day in this Letter shall be a reference to Singapore time unless otherwise stated.

Any discrepancies in the tables, graphs and charts between the listed amounts and totals thereof are due to rounding. Unless otherwise stated in this Letter, figures and percentages are rounded off where applicable.