

This Form of Acceptance and Authorisation for Preference Shares ("FAA") is for the sole use of the Depositor(s) whose name(s) appear below. It is an important document and requires your immediate attention. If you are in any doubt about the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

This FAA relates to the Letter to Preference Shareholders dated 9 November 2023 (the "Letter to Preference Shareholders") in relation to the off-market purchase of preference shares in City Developments Limited (the "Company", and such shares, the "Preference Shares") in accordance with an equal access scheme (the "Off-Market Equal Access Offer") by the Company. Unless otherwise defined or the context requires otherwise, capitalised terms used in this FAA bear the same meanings ascribed to them in the Letter to Preference Shareholders. The availability of the Off-Market Equal Access Offer to Preference Shareholders (as defined in the Letter to Preference Shareholders) whose addresses are outside Singapore (the "Overseas Shareholders") as shown in the records of The Central Depository (Pte) Limited ("CDP") may be affected by the laws of the relevant overseas jurisdictions. Such Overseas Shareholders are advised to read the section entitled "Overseas Shareholders" in the Letter to Preference Shareholders.

**OFF-MARKET EQUAL ACCESS OFFER BY
CITY DEVELOPMENTS LIMITED**
FORM OF ACCEPTANCE AND AUTHORISATION FOR PREFERENCE SHARES
(DO NOT SUBMIT THIS FAA TO CDP IF YOU DO NOT WISH TO ACCEPT THE OFF-MARKET EQUAL ACCESS OFFER.)

NAME(S) AND ADDRESS OF DEPOSITOR(S)

SECURITIES ACCOUNT NUMBER

A

ESTIMATED NUMBER OF ENTITLED SHARES

You are entitled to accept the Off-Market Equal Access Offer in respect of 10 per cent. of the Preference Shares held in your Securities Account as at 5:30 p.m. (Singapore time) on 23 November 2023 or such later date(s) as may be announced from time to time by the Company (the "Closing Date", and such Preference Shares, the "Entitled Shares"). In addition, you may tender Preference Shares that are in excess of your Entitled Shares (the "Excess Shares") for acceptance under the Off-Market Equal Access Offer.

B Offer Price

The Company would like to acquire the Preference Shares held by you at the **Offer Price of S\$0.78 for each Preference Share**. Submit your FAA to CDP (a) in electronic form via investors.sgx.com, or (b) in physical form by completing **Section C** below and sending this FAA to the address below, in either case **only** if you wish to accept the Off-Market Equal Access Offer.

C Acceptance Through FAA

Please indicate the total number of Entitled Shares and Excess Shares that you wish to tender in acceptance of the Off-Market Equal Access Offer.

← **Input total number of Entitled Shares and Excess Shares to be tendered**



For individual and joint alternate signatory accounts: Scan QR Code and access event via Corporate Actions Form Submission on investors.sgx.com.

By signing below, I/we agree to the terms and conditions of the Off-Market Equal Access Offer as set out in the Letter to Preference Shareholders and in this FAA, including the section "Authorisation" on page 2 of this FAA.

← **Sign here**

← **Date here**

Signature(s) of Depositor(s) / Joint Depositor

Date

D Form Submission

Please submit your FAA to City Developments Limited c/o The Central Depository (Pte) Limited by:



Online via investors.sgx.com
(applicable to Individual and Joint-Alt account holders only)

OR



Robinson Road Post Office
P.O. Box 1984
Singapore 903934

Closing Date: 5:30pm (Singapore time) on 23 November 2023 or such later date(s) as may be announced from time to time by the Company.

If you have any enquiries, please refer to www.sgx.com/cdpfaqs for the list of FAQs or call CDP Customer Service at +65 6535 7511.

INSTRUCTIONS

This FAA is for the use of Depositors who wish to accept the Off-Market Equal Access Offer in respect of all or part of the total number of Preference Shares standing to the credit of the "Free Balance" of their Securities Account or purchased on the Singapore Exchange Securities Trading Limited (the "SGX-ST"). This FAA and the provisions herein constitute an integral part of the Letter to Preference Shareholders. Further provisions relating to acceptance are set out in the Appendix to the Letter to Preference Shareholders.

This form has been sent to you on the understanding that all your Preference Shares are held on your behalf by CDP. If, however, you hold share certificates in respect of some or all of the Preference Shares and you wish to accept the Off-Market Equal Access Offer in respect of those Preference Shares, you should submit at your own risk, the Form of Acceptance and Transfer for Preference Shares (the "FAT") in accordance with the instructions printed thereon. A copy of the FAT may be obtained upon production of satisfactory evidence that you are a Preference Shareholder, from **M & C SERVICES PRIVATE LIMITED at 112 ROBINSON ROAD, #05-01, SINGAPORE 068902**.

1. **Acceptance.** If you wish to accept the Off-Market Equal Access Offer using this FAA, it must be submitted strictly in any of the manners permitted and set out above and in accordance with the provisions and instructions of the Letter to Preference Shareholders, **NOT LATER THAN 5.30 P.M. (SINGAPORE TIME) ON 23 NOVEMBER 2023 or such later date(s) as may be announced from time to time by the Company.** Proof of posting is not proof of receipt by the Company at the above address.

The Company and CDP will be authorised and entitled, in their absolute discretion, to reject any acceptances of the Off-Market Equal Access Offer which are not entirely in order or which do not comply with the provisions and instructions contained in the Letter to Preference Shareholders and in this form or which are otherwise incomplete, incorrect, unsigned or invalid in any respect. It is your responsibility to ensure that the FAA is properly completed in all respects, and all supporting documents, where applicable, are provided. Any decision to reject the FAA on the grounds that it has been invalidly, incorrectly or incompletely signed, completed or submitted will be final and binding and none of CDP and the Company accepts any responsibility or liability in relation to such a decision, including the consequences thereof. The Company reserves the right to treat acceptances of the Off-Market Equal Access Offer as valid if received by or on behalf of either of them at any place or places determined by them otherwise than as stated in the Letter to Preference Shareholders or in the FAA, as the case may be, or if made otherwise than in accordance with the provisions of the Letter to Preference Shareholders and this form. CDP takes no responsibility for any decision made by the Company. Acceptances in the form of the FAA received by CDP on a Saturday, Sunday or public holiday will only be processed and validated on the next Business Day. Acceptances of the Off-Market Equal Access Offer shall be irrevocable.

2. Tendering Preference Shares for acceptance under the Off-Market Equal Access Offer

(a) Please insert in Section C on page 1 of this FAA, or the electronic form of the FAA, the total number of Entitled Shares and Excess Shares you wish to accept under the Off-Market Equal Access Offer. A letter will be despatched to the Preference Shareholders after the Record Date to notify them, *inter alia*, of (a) the total number of their Entitled Shares and (b) if CDP has received their FAA by the Record Date, the number of Entitled Shares and Excess Shares tendered for acceptance under the Off-Market Equal Access Offer, as indicated on their FAA and adjusted (if necessary) in accordance with paragraphs 2(b) and (c) below and paragraphs 1B and 2B of the Appendix to the Letter to Preference Shareholders.

(b) Acceptances will be met by the Company in full to the extent necessary to enable the Company to acquire Preference Shares up to the Maximum Buyback Amount. Acceptances of Excess Shares will be scaled down on a pro rata basis but in a manner which minimises the number of new odd-lot shareholdings as the directors of the Company may, in their absolute discretion, deem fit in the interest of the Company. CDP takes no responsibility for any decisions that the Company may have made.

(c) In determining the number of Preference Shares for which the Off-Market Equal Access Offer is made, fractions of a Preference Share will be disregarded.

(d) Further provisions relating to approval and acceptance are contained in the Appendix to the Letter to Preference Shareholders, headed "Administrative Procedures For Acceptance", including provisions relating to acceptance contained in paragraphs 1B and 2B of the Appendix.

3. **Depositor Abroad.** If a Depositor is away from home, for example, abroad or on holiday, this FAA should be sent by the quickest means (for example, express air mail) to the Depositor for completion and execution, or if he or she has executed a Power of Attorney, this FAA may be signed by the attorney but the attorney's signature in this FAA must be accompanied by a statement reading "signed under the Power of Attorney which is still in force, no notice of revocation having been received". In the latter case, the original Power of Attorney or a certified true copy thereof must first be lodged with CDP and should also be lodged with this FAA for noting. No other signatures are acceptable. FAAs made by an attorney or other authorised person cannot be submitted in electronic form.

4. Deceased Holders

(a) If the sole holder is deceased and if:

(i) the Grant of Probate or Letters of Administration has been registered and lodged with CDP, this FAA must be signed by all the personal representative(s) of the deceased and lodged with **City Developments Limited, c/o The Central Depository (Pte) Limited**, by hand at **11 North Buona Vista Drive, #01-19/20 The Metropolis, Singapore 138589** or by post at your own risk using the enclosed pre-addressed envelope at **Robinson Road Post Office P.O. Box 1984 Singapore 903934**; or

(ii) the Grant of Probate or Letters of Administration have not been registered and lodged with CDP, all the personal representative(s) of the deceased must go to CDP personally together to register and lodge the original Grant of Probate or Letters of Administration with CDP first, before submitting this FAA.

(b) If one of the joint securities account holders is deceased and if the account is a:

(i) joint alternate-signatory account, this FAA must be signed by **ANY** surviving joint holder(s); or

(ii) joint signatories account, this FAA must be signed by **ALL** surviving joint holder(s) and lodged with **City Developments Limited, c/o The Central Depository (Pte) Limited**, by hand at **11 North Buona Vista Drive, #01-19/20 The Metropolis, Singapore 138589**, accompanied by the Death Certificate and all other relevant documentations, in respect of the deceased holder.

(c) FAAs made by personal representative(s) of deceased depositor(s) cannot be submitted in electronic form.

5. **Preference Shares purchased with Central Provident Fund ("CPF").** If your purchase of the above Preference Shares was settled through your CPF approved agent bank, finance company or depository agent and you wish to accept the Off-Market Equal Access Offer, your acceptance would have to be made through your CPF approved agent bank included under the CPF Investment Scheme, finance company or depository agent. In such instances, you need not submit this FAA to CDP.

6. **Corporations.** For corporations, please sign this FAA per your signing mandate and where appropriate, the Common Seal to be affixed in accordance with your Constitution or relevant constitutive documents.

7. **Acceptance via SGX-SFG service (This section is applicable to Depository Agents only).** Depository Agents may accept the Off-Market Equal Access Offer via the SGX-SFG service provided by CDP as listed in the Terms and Conditions for User Services for Depository Agents. CDP has been authorised by the Company to receive acceptances on its behalf. Such acceptances will be deemed irrevocable and subject to each of the terms and conditions contained in this FAA and the Letter to Preference Shareholders as if the FAA had been completed and delivered to CDP.

8. **No existing account.** If you do not have any existing Securities Account in your own name at the time of acceptance of the Off-Market Equal Access Offer, your acceptance as contained in this FAA will be rejected.

9. **General.** No acknowledgement of receipt will be given for submissions made. All communications, notices and documents will be sent by ordinary post at the risk of the person(s) entitled thereto to the mailing address appearing in the records of CDP. Settlement of the consideration under the Off-Market Equal Access Offer will be subject to the receipt of confirmation satisfactory to the Company that the Preference Shares to which the FAA relates are credited to the "Free Balance" of your Securities Account and such settlement cannot be made until all relevant documents have been properly completed and lodged with **City Developments Limited, c/o The Central Depository (Pte) Limited**, by hand at **11 North Buona Vista Drive, #01-19/20 The Metropolis, Singapore 138589** or by post at your own risk using the enclosed pre-addressed envelope at **Robinson Road Post Office P.O. Box 1984 Singapore 903934**. If you submit the FAA in electronic form, you accept the risk of defects or delays caused by failure or interruption of electronic systems, and you agree to hold CDP harmless against any losses directly or indirectly caused by such failure or interruption of electronic systems.

10. **Conclusive Evidence.** Lodgement of this FAA with **City Developments Limited, c/o The Central Depository (Pte) Limited**, in any manner permitted and as stated in this form shall be conclusive evidence in favour of the Company and CDP of the right and title of the person submitting it to deal with the same and with the Preference Shares which it relates. Upon receipt of this FAA, CDP will transfer the Preference Shares in respect of which you have accepted the Off-Market Equal Access Offer from the "Free Balance" of your Securities Account to the "Blocked Balance" of your Securities Account. Such Preference Shares will be held in the "Blocked Balance" until the consideration for such Preference Shares has been despatched to you. The Company and CDP shall be entitled to assume the accuracy of any information and/or documents submitted together with any FAA, and shall not be required to verify or question the validity of the same.

11. **Liability.** You agree that neither the Company nor CDP shall be liable for any action or omission in respect of this form, any FAA and/or any information and/or documents submitted therewith. You agree to indemnify, hold harmless and at their respective request defend, the Company, CDP and their respective affiliates, directors, officers, employees and agents ("**Indemnified Parties**") against (a) any claim, demand, action or proceeding made or initiated against, and/or (b) all losses, damages, costs and expenses (including all legal costs and expenses) suffered or incurred by, any of the Indemnified Parties as a result of or in relation to this form, any FAA and/or any information and/or documents submitted therewith.

12. **Settlement Notification Letter.** CDP will send you a notification letter stating the number of Preference Shares debited from your Securities Account together with payment of the Offer Price which will be credited directly into your designated bank account for Singapore Dollars via CDP's Direct Crediting Service ("DCS") on the payment date. In the event you are not subscribed to CDP's DCS, any monies to be paid shall be credited to your Cash Ledger and subject to the same terms and conditions as Cash Distributions under the CDP Operation of Securities Account with the Depository Terms and Conditions (Cash Ledger and Cash Distribution are as defined therein).

13. **Enquiries on number of Preference Shares in your Securities Account.** For reasons of confidentiality, CDP will not entertain telephone enquiries relating to the number of Preference Shares in your Securities Account. You can verify the number of Preference Shares in your Securities Account: (a) through CDP Online if you have registered for CDP Internet Access Service; or (b) through CDP Phone Service using SMS OTP, under the option "To check your securities balance".

14. **Third Party Rights.** Unless expressly provided otherwise in the Letter to Preference Shareholders and/or this FAA, a person who is not a party to any contracts made pursuant to the Off-Market Equal Access Offer, the Letter to Preference Shareholder, this FAA and/or other related documents, has no right under the Contracts (Rights of Third Parties) Act 2001 of Singapore to enforce any term of such contracts. Notwithstanding any term contained herein and in the Letter to Preference Shareholders, the consent of any third party is not required for any subsequent agreement by the parties hereto to amend or vary (including any release or compromise of any liability) or terminate such contracts. Where third parties are conferred rights under such contracts, those rights are not assignable or transferable.

15. **Governing Law.** By completing, signing and submitting this FAA, you agree that the agreement arising from the acceptance of the Off-Market Equal Access Offer by you shall be governed by, and construed in accordance with, the laws of the Republic of Singapore and that you submit to the non-exclusive jurisdiction of the Singapore courts.

AUTHORISATION

1. **Assistance.** I/We irrevocably undertake to execute such other documents and to do such acts and things as may be required to give effect to such acceptance and the transfer of the Preference Shares tendered in acceptance of the Off-Market Equal Access Offer to the Company, and to enable the Company to exercise all rights and receive all benefits accruing to or arising from the above mentioned Preference Shares as specified in the Letter to Preference Shareholders.

2. **Warranty.** I/We unconditionally and irrevocably warrant that the Preference Shares in respect of which the Off-Market Equal Access Offer is accepted by me/us are, and when transferred to the Company, will be (i) fully paid; (ii) free from all liens, equities, charges, encumbrances, rights of pre-emption and any other third party rights or interests of any nature whatsoever; and (iii) transferred together with all rights, benefits and entitlements attached thereto as at the date of the announcement of the Off-Market Equal Access Offer and thereafter attaching thereto, including but not limited to the right to receive and retain all dividends, rights and other distributions (if any) which may be declared paid or made by the Company in respect of the Preference Shares on or after the date of the announcement of the Off-Market Equal Access Offer.

3. **CDP Authorisation – Suspend Account/Block Balance.** I/We irrevocably authorise CDP to take such measures as it may consider necessary or expedient to prevent any trading of the Preference Shares in respect of which I/we have accepted the Off-Market Equal Access Offer during the period commencing on the date of receipt of the FAA by CDP, for and on behalf of the Company, and ending on the date of settlement of the consideration for such Preference Shares (including, without limitation, transferring the relevant number of such Preference Shares from my/our Securities Account into a suspend account or block balance).

4. **CDP Authorisation – Transfer.** I/We irrevocably authorise CDP to debit my/our Securities Account and to credit the Securities Account of the Company, with the relevant number of Preference Shares in respect of which I/we have accepted the Off-Market Equal Access Offer on the date of settlement of the consideration for such Preference Shares.

5. **CDP Authorisation – Disclosure.** I/We irrevocably authorise CDP to give, provide, divulge, disclose or reveal any information pertaining to my/our Securities Account maintained in CDP's record, including, without limitation, my/our name(s), my/our NRIC or passport number(s), Securities Account number, address(es), the number of Preference Shares standing to the credit of my/our Securities Account, the number of Preference Shares tendered by me/us in acceptance of the Off-Market Equal Access Offer, information pertaining to the level of acceptance of the Off-Market Equal Access Offer and any other information to the Company and any other relevant parties as CDP may deem fit for the purposes of the Off-Market Equal Access Offer and my/our acceptance thereof.