



CAPITALAND INDIA TRUST

(Registration Number: 2007004)

(a business trust registered under the Business Trusts Act 2004 of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

How to request for printed copies of CLINT's Annual Report 2024: Refer to Note 6 below for how to request for printed copies of the Annual Report 2024

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("**AGM**") of the unitholders of CapitalLand India Trust ("**CLINT**") and the unitholders of CLINT, ("**Unitholders**") will be held at Marina Bay Sands Expo and Convention Centre, Level 3, Begonia Junior Ballroom, 10 Bayfront Avenue, Singapore O18956 on Monday, 28 April 2025 at 2.30 p.m. (Singapore Time) to transact the following business:

ORDINARY BUSINESS

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| 1. To receive and adopt the Trustee-Manager's Statement issued by CapitalLand India Trust Management Pte. Ltd. (as trustee-manager of CLINT) (the " Trustee-Manager ") and the Audited Financial Statements of CLINT, for the financial year ended 31 December 2024, together with the Auditor's Report thereon. | Ordinary Resolution 1 |
| 2. To re-appoint Deloitte & Touche LLP (" Deloitte ") as Independent Auditor of CLINT, to hold office until the conclusion of the next annual general meeting of CLINT, and to authorise the directors of the Trustee-Manager (the " Directors ") to fix their remuneration. | Ordinary Resolution 2 |

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions, with or without any modifications:

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| 3. That pursuant to Section 36 of the Singapore Business Trusts Act 2004 (the " BTA "), Rule 806 of the Listing Manual of Singapore Exchange Securities Trading Limited (the " SGX-ST "), and Clause 6.1.1 of the Trust Deed dated 7 December 2004 constituting CLINT (as amended, varied or supplemented from time to time) (the " Trust Deed "), the Trustee-Manager be authorised and empowered to: | Ordinary Resolution 3 |
| (a) (i) issue units of CLINT (" Units ") whether by way of rights, bonus or otherwise; and/or | |
| (ii) make or grant offers, agreements or options (collectively, " Instruments ") that might or would require Units to be issued, including but not limited to the creation and issue of (as well as adjustments to) securities, warrants, debentures or other instruments convertible into Units, | |

at any time and upon such terms and conditions and for such purposes and to such persons as the Trustee-Manager may in its absolute discretion deem fit; and

NOTICE OF ANNUAL GENERAL MEETING

- (b) issue Units in pursuance of any Instrument made or granted by the Trustee-Manager while this Resolution was in force (notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time such Units are issued),

provided that:

- (1) the aggregate number of Units to be issued pursuant to this Resolution (including Units to be issued pursuant to Instruments made or granted under this Resolution) shall not exceed fifty per cent (50%) of the total number of issued Units (excluding treasury Units, if any) as calculated in accordance with sub-paragraph (2) below, of which the aggregate number of Units to be issued other than on a *pro rata* basis to Unitholders (including Units to be issued pursuant to Instruments made or granted under this Resolution), shall not exceed twenty per cent (20%) of the total number of issued Units (excluding treasury Units, if any) as calculated in accordance with sub-paragraph (2) below;
- (2) subject to such manner of calculation as may be prescribed by the SGX-ST for the purpose of determining the aggregate number of Units that may be issued under sub-paragraph (1) above, the percentage of issued Units shall be calculated based on the total number of issued Units (excluding treasury Units) at the time this Resolution is passed, after adjusting for:
 - (a) any new Units arising from the conversion or exercise of any Instruments or Unit options or vesting of Unit awards which were issued and are outstanding or subsisting at the time this Resolution is passed;
 - (b) any subsequent bonus issue, consolidation or subdivision of Units;
- (3) in exercising the authority conferred by this Resolution, the Trustee-Manager shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST), the Trust Deed and the BTA;
- (4) unless revoked or varied by the Unitholders in a general meeting, the authority conferred by this Resolution shall continue in force until (i) the conclusion of the next AGM of CLINT or (ii) the date by which the next AGM of CLINT is required by applicable regulations to be held, whichever is earlier;
- (5) where the terms of the issue of the Instruments provide for adjustment to the number of Instruments or Units into which the Instruments may be converted in the event of rights, bonus or other capitalisation issues or any other events, the Trustee-Manager is authorised to issue additional Instruments or Units notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time the Instruments or Units are issued; and
- (6) the Trustee-Manager and any of its Directors be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Trustee-Manager or, as the case may be, the Director may consider expedient or necessary or in the interests of CLINT to give effect to the authority conferred by this Resolution.

(Please see Explanatory Note 1)

NOTICE OF ANNUAL GENERAL MEETING

4. That: **Extraordinary Resolution 1**
- (a) approval be and is hereby given to amend the Trust Deed to:
- (i) include provisions regarding the repurchase and redemption of the Units (the **"Repurchase and Redemption Provisions"**);
 - (ii) update the changes of the names of (A) CLINT from **"Ascendas India Trust"** to **"CapitaLand India Trust"** and (B) the Trustee-Manager from **"Ascendas Property Fund Trustee Pte. Ltd."** to **"CapitaLand India Trust Management Pte. Ltd."**, which were effective from 27 September 2022; and
 - (iii) make general clean-up updates to the Trust Deed,
- (collectively, the **"Proposed Trust Deed Amendments (Unit Buy-Back and General Updates)"**), in the manner set out in the Appendix to this Notice of AGM dated 27 March 2025 (the **"Appendix"**); and
- (b) the Trustee-Manager be and is hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Trustee-Manager may consider expedient or necessary or in the interests of CLINT to give effect to the Proposed Trust Deed Amendments (Unit Buy-Back and General Updates).
(Please see Explanatory Note 2)
5. That: **Extraordinary Resolution 2**
- (a) approval be and is hereby given to amend the provisions in Trust Deed in relation to the borrowing limits of CLINT for consistency with the borrowing limit provisions in Appendix 6 of the Code on Collective Investment Schemes issued by the Monetary Authority of Singapore (the **"Property Funds Appendix"**) (the **"Proposed Trust Deed Amendments (Borrowing Limits)"**) and together with the Proposed Trust Deed Amendments (Unit Buy-Back and General Updates), the **"Proposed Trust Deed Amendments"**), in the manner set out in the Appendix; and
- (b) the Trustee-Manager be and is hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Trustee-Manager may consider expedient or necessary or in the interests of CLINT to give effect to the Proposed Trust Deed Amendments (Borrowing Limits).
(Please see Explanatory Note 3)
6. That subject to and conditional upon the passing of Extraordinary Resolution 1: **Ordinary Resolution 4**
- (a) the exercise of all the powers of the Trustee-Manager to repurchase issued Units for and on behalf of CLINT not exceeding in aggregate the Maximum Limit (as hereinafter defined), at such price or prices as may be determined by the Trustee-Manager from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
- (i) market repurchase(s) 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; and/or
 - (ii) off-market repurchase(s) (which are not market repurchase(s)) in accordance with any equal access scheme(s) as may be determined or formulated by the Trustee-Manager as it considers fit in accordance with the Trust Deed,
- and otherwise in accordance with all applicable laws and regulations including the rules of the SGX-ST or, as the case may be, such other stock exchange for the time being on which the Units may be listed and quoted, be and is hereby authorised and approved generally and unconditionally (the **"Unit Buy-Back Mandate"**);

NOTICE OF ANNUAL GENERAL MEETING

- (b) (unless revoked or varied by the Unitholders in a general meeting) the authority conferred on the Trustee-Manager pursuant to the Unit Buy-Back Mandate may be exercised by the Trustee-Manager at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:
- (i) the date on which the next annual general meeting of CLINT is held;
 - (ii) the date by which the next annual general meeting of CLINT is required by applicable laws and regulations or the Trust Deed to be held; or
 - (iii) the date on which repurchases of Units pursuant to the Unit Buy-Back Mandate are carried out to the full extent mandated;

- (c) in this Resolution:

"Average Closing Price" means 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;

"date of the making of the offer" means the date on which the Trustee-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;

"Market Day" means 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;

"Maximum Limit" means that number of Units representing 10.0% of the total number of issued Units as at the date of the passing of this Resolution; and

"Maximum Price" in relation to a Unit to be repurchased, means the repurchase price (excluding brokerage, stamp duty, commission, applicable goods and services tax and other related expenses) which shall not exceed 105.0% of the Average Closing Price of the Units for both a market repurchase and an off-market repurchase; and

- (d) the Trustee-Manager be and is hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Trustee-Manager may consider expedient or necessary or in the interests of CLINT to give effect to the transactions contemplated and/or authorised by this Resolution.

(Please see Explanatory Note 4)

BY ORDER OF THE BOARD

CapitaLand India Trust Management Pte. Ltd.

(Registration Number: 200412730D)

as Trustee-Manager of **CapitaLand India Trust**

Hon Wei Seng
Company Secretary

Singapore
27 March 2025

NOTICE OF ANNUAL GENERAL MEETING

IMPORTANT NOTICE:

1. Physical Format of AGM

The AGM will be held in a **wholly physical format** at Marina Bay Sands Expo and Convention Centre, Level 3, Begonia Junior Ballroom, 10 Bayfront Avenue, Singapore 018956 on Monday, 28 April 2025 at 2.30 p.m. (Singapore Time). There will be **no option to participate virtually**.

Printed copies of this Notice of AGM dated 27 March 2025 (the "**Notice of AGM**") and the proxy form will be sent to Unitholders. In addition, this Notice of AGM will be made available to Unitholders by electronic means via publication on CLINT's website at the URL <https://investor.clint.com.sg/agm.html> and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

2. Attend in person at the AGM

Unitholders, including SRS investors, and (where applicable) duly appointed proxy(ies) and/or representative(s) who wish to attend the AGM will first need to register in person at the registration counter(s) outside the AGM venue on the day of the event, and should bring along their NRIC/passport to enable CLINT's Unit Registrar to verify their identity for entry to, and (where applicable) be provided with a handheld device for electronic voting at, the AGM.

Registration will commence at 1.30 p.m. on Monday, 28 April 2025 (Singapore Time).

Unitholders are advised not to attend the AGM if they are feeling unwell.

3. Question and answer

Unitholders, including SRS investors, can submit questions in advance of, or at, the AGM.

Submission of questions in advance of the AGM

Unitholders, including SRS investors, can submit to the Chairman of the AGM substantial and relevant questions related to the resolutions to be tabled for approval at the AGM, in advance of the AGM. Such questions must be received by the Trustee-Manager no later than **2.30 p.m. on Monday, 21 April 2025** (Singapore Time) and can be submitted in the following manner:

- (a) by post to the office of CLINT's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098632; or
- (b) via email to CLINT's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at CLINT2025@boardroomlimited.com.

Unitholders, including SRS investors, who submit questions by post or via email must provide the following information for authentication:

- (i) the Unitholder's full name;
- (ii) the Unitholder's address; and
- (iii) the manner in which the Unitholder holds Units (e.g., via CDP and/or SRS).

Ask questions at the AGM

Unitholders, including SRS investors, and (where applicable) their duly appointed proxy(ies) and/or representative(s) can also ask the Chairman of the AGM substantial and relevant questions related to the resolutions to be tabled for approval at the AGM.

Addressing questions

The Trustee-Manager will endeavour to address all substantial and relevant questions (which are related to the resolutions to be tabled for approval at the AGM) received from Unitholders by the 21 April 2025 submission deadline by publishing the responses to such questions on CLINT's website at <https://investor.clint.com.sg/agm.html> and the SGX website at <https://www.sgx.com/securities/company-announcements> prior to the AGM.

NOTICE OF ANNUAL GENERAL MEETING

Any subsequent clarifications sought, or substantial and relevant follow-up questions (which are related to the resolutions to be tabled for approval at the AGM) received after the 21 April 2025 submission deadline which have not already been addressed prior to the AGM, as well as those substantial and relevant questions received at the AGM itself, will be addressed during the AGM. Where substantially similar questions are received, the Trustee-Manager will consolidate such questions and consequently, not all questions may be individually addressed.

The Trustee-Manager will publish the minutes of the AGM on CLINT's website and on the SGX website, and the minutes will include the responses to the substantial and relevant questions which are addressed during the AGM.

4. Vote in person, or appoint proxy(ies) to vote, at the AGM

Unitholders can vote at the AGM themselves or through their duly appointed proxy(ies) and/or representative(s).

Voting at the AGM

Upon their registration at the AGM venue, Unitholders, including SRS investors, and (where applicable) duly appointed proxy(ies) and/or representative(s), will be provided with a handheld device for electronic voting at the AGM.

Appointment of proxy(ies)

A Unitholder who wishes to appoint a proxy(ies) must complete the instrument appointing a proxy(ies) ("**Proxy Form**"), before submitting it in the manner set out below. A proxy need not be a Unitholder.

A Unitholder who is not a relevant intermediary (as defined below) is entitled to appoint not more than two proxies to attend, speak and vote at the AGM. Where such Unitholder's Proxy Form appoints two proxies, the proportion of the unitholding concerned to be represented by each proxy must be specified in the Proxy Form.

A Unitholder who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different Unit or Units held by such Unitholder. Where such Unitholder's Proxy Form appoints more than two proxies, the number of Units held in relation to which each proxy has been appointed must be specified in the Proxy Form.

A Unitholder who wishes to submit a Proxy Form must do so in the following manner:

- (a) if submitted by post, by completing and signing the Proxy Form, before lodging it with CLINT's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098632; or
- (b) if submitted via email, by completing and signing the Proxy Form, before attaching and sending a clear scanned PDF copy of it to CLINT's Unit Registrar at CLINT2025@boardroomlimited.com,

in each case, **by 2.30 p.m. on Saturday, 26 April 2025** (Singapore Time), being 48 hours before the time fixed for the AGM.

Where a Proxy Form is executed by an attorney under a power of attorney or other authority on behalf of the appointor, or by a corporation under its common seal, such Proxy Form may only be submitted by post or via email.

Completion and submission of a Proxy Form by a Unitholder will not prevent him/her from attending, speaking and voting at the AGM if he/she so wishes. The Proxy Form for the AGM shall be deemed to be revoked if the Unitholder attends the AGM in person, and in such event, the Trustee-Manager reserves the right to refuse to admit any person or persons appointed under the relevant Proxy Form to the AGM.

SRS investors who wish to exercise their voting rights at the AGM can refer to paragraph 5 below, for more information.

5. Persons who hold Units through relevant intermediaries

Persons who hold Units through relevant intermediaries, other than SRS investors, and who wish to participate in the AGM by:

- (a) attending the AGM in person;
- (b) submitting questions to the Chairman of the AGM in advance of, or at, the AGM; and/or
- (c) voting at the AGM (i) by being appointed as proxy by their relevant intermediary; or (ii) by appointing the Chairman of the AGM as proxy to vote on their behalf,

NOTICE OF ANNUAL GENERAL MEETING

should contact the relevant intermediary through which they hold such Units as soon as practicable in order for the necessary arrangements to be made for their participation in the AGM.

SRS investors:

- (A) may attend, speak and vote at the AGM if they are appointed as proxy(ies) by their respective SRS Operators, and should contact their respective SRS Operators as soon as practicable if they have any queries regarding their appointment as proxy(ies); or
- (B) (as an alternative to (A) above) may appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM, in which case they should approach their respective SRS Operators to submit their votes by **5.00 p.m. on Tuesday, 15 April 2025**. For avoidance of doubt, SRS investors will not be able to appoint third party proxy(ies) (i.e., persons other than the Chairman of the AGM) to vote at the AGM on their behalf.

“relevant intermediary” means:

- (i) a banking corporation licensed under the Banking Act 1970, or a wholly owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds Units in that capacity;
- (ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001, and who holds Units in that capacity; or
- (iii) the Central Provident Fund Board (“**CPF Board**”) established by the Central Provident Fund Act 1953, in respect of Units purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those Units in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

6. Other information

- (a) CLINT’s Annual Report 2024 may be accessed at CLINT’s website at <https://investor.clint.com.sg/ar.html> and on the SGX website at <https://www.sgx.com/securities/company-announcements>.

Printed copies of CLINT’s Annual Report 2024 will not be sent to Unitholders. Unitholders may request to receive a printed copy of CLINT’s Annual Report 2024 via email at enquiries@clint.com.sg, by no later than **5.00 p.m. on Friday, 4 April 2025** (Singapore Time). Unitholders who have previously indicated that they wish to make a standing election to receive documents relating to general meetings of CLINT pursuant to the notices dated 12 March 2024 and 13 March 2025 need not request to receive a printed copy of CLINT’s Annual Report 2024 via email.

- (b) Any reference to a time of day is made by reference to Singapore time.
- (c) Please note that there will be no distribution of vouchers or door gifts at the upcoming AGM.

EXPLANATORY NOTES:

1. **Ordinary Resolution 3**

Ordinary Resolution 3, if passed, will empower the Trustee-Manager from the date of this AGM until (i) the conclusion of the next AGM of CLINT, (ii) the date by which the next AGM of CLINT is required by the applicable regulations to be held, or (iii) the day on which such authority is revoked or varied by the Unitholders in a general meeting, whichever is earlier, to issue Units and to make or grant Instruments, up to a number not exceeding fifty percent (50%) of the total number of issued Units (excluding treasury Units, if any), of which up to twenty percent (20%) may be issued other than on a *pro rata* basis to Unitholders (in each case, excluding treasury Units, if any).

For determining the aggregate number of Units that may be issued, the percentage of issued Units will be calculated based on the issued Units at the time Ordinary Resolution 3 is passed, after adjusting for new Units arising from the conversion or exercise of any Instruments or Unit options or vesting of Unit awards which were issued and are outstanding or subsisting at the time Ordinary Resolution 3 is passed and any subsequent bonus issue, consolidation or subdivision of Units.

Ordinary Resolution 3, if passed, will empower the Trustee-Manager from the date of this AGM until the date of the next AGM of CLINT, to allot and issue Units to itself instead of cash in the event the Trustee-Manager elects in accordance with Clause 12 of the Trust Deed to receive all or any part of the fees due and payable to it in Units, provided that such allotment and issue shall be in accordance with the provisions of the Trust Deed, BTA and applicable regulations.

NOTICE OF ANNUAL GENERAL MEETING

2. Extraordinary Resolution 1

The Extraordinary Resolution 1 above, if passed, will approve the supplement of the Trust Deed with the Proposed Trust Deed Amendments (Unit Buy-Back and General Updates), which are set out in the Annex to the Appendix.

(See the Appendix in relation to the Proposed Trust Deed Amendments for further details.)

3. Extraordinary Resolution 2

The Extraordinary Resolution 2 above, if passed, will approve the supplement of the Trust Deed with the Proposed Trust Deed Amendments (Borrowing Limits), which are set out in the Annex to the Appendix.

(See the Appendix in relation to the Proposed Trust Deed Amendments for further details.)

4. Ordinary Resolution 4

Ordinary Resolution 4, if passed, will empower the Trustee-Manager from the date of the AGM of CLINT until (i) the date on which the next annual general meeting of CLINT is held, (ii) the date by which the next annual general meeting of CLINT is required by applicable laws and regulations or the Trust Deed to be held, or (iii) the date on which the repurchases of Units pursuant to the Unit Buy-Back Mandate are carried out to the full extent mandated, whichever is the earliest, to exercise all the powers to repurchase issued Units for and on behalf of CLINT not exceeding in aggregate 10.0% of the total number of Units as at the date of the passing of this Resolution, whether by way of market repurchase(s) or off-market repurchase(s), on the terms of the Unit Buy-Back Mandate set out in the Appendix, unless such authority is revoked or varied by the Unitholders in a general meeting.

As the Proposed Trust Deed Amendments (Unit Buy-Back and General Updates) are required for the adoption of the Unit Buy-Back Mandate, the Ordinary Resolution 4 is conditional upon the passing of the Extraordinary Resolution 1.

PERSONAL DATA PRIVACY:

By (a) submitting a Proxy Form and/or appointing representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof and/or (b) submitting any question to the Chairman of the AGM in advance of the AGM in accordance with this Notice of AGM, a Unitholder (i) consents to the collection, use and disclosure of the Unitholder's personal data by the Trustee-Manager (or its agents or service providers) for the following purposes (collectively, "**Purposes**"); (ii) warrants that where the Unitholder discloses the personal data of the Unitholder's proxy(ies) and/or representative(s) to the Trustee-Manager (or its agents or service providers), the Unitholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Trustee-Manager (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees to provide the Trustee-Manager with written evidence of such prior consent upon reasonable request:

- (1) the processing, administration and analysis by the Trustee-Manager (or its agents or service providers) of Proxy Forms and/or representative(s) for the AGM (including any adjournment thereof);
- (2) the addressing of relevant and substantial questions received from Unitholders in advance of the AGM and, if necessary, the following up with the relevant Unitholders in relation to such questions;
- (3) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof); and

in order for the Trustee-Manager (or its agents or service providers) to comply with any applicable laws, listing rules, take over rules, regulations and/or guidelines.