



Retail China Trust

## CAPITALAND RETAIL CHINA TRUST

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

### NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of the holders of units of CapitaLand Retail China Trust (“**CRCT**”, and the holders of units in CRCT, “**Unitholders**”) will be convened and held by electronic means on Tuesday, 22 December 2020 at 2.30 p.m. (Singapore time), for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution (capitalised terms not otherwise defined herein shall bear the meanings ascribed to them in the circular dated 4 December 2020 to Unitholders (the “**Circular**”)):

#### ORDINARY RESOLUTION

#### THE PROPOSED ACQUISITION OF THE RESPECTIVE INTERESTS IN THE COMPANIES WHICH HOLD THE ASCENDAS XINSU PORTFOLIO, ASCENDAS INNOVATION TOWERS, ASCENDAS INNOVATION HUB, SINGAPORE-HANGZHOU SCIENCE & TECHNOLOGY PARK PHASE I AND PHASE II AND ROCK SQUARE, AS AN INTERESTED PERSON TRANSACTION (ORDINARY RESOLUTION)

That:

- (i) approval be and is hereby given for the acquisition (“**ACBPF4 Acquisition**”) of the respective interests in the companies which hold (whether directly or indirectly) the Ascendas Xinsu Portfolio, Ascendas Innovation Towers and Ascendas Innovation Hub, in the manner as described in the Circular, from Ascendas China Business Park IV Trustee Pte. Ltd. (in its capacity as trustee of Ascendas China Business Parks Fund 4), Xi’an Business Park II Pte. Ltd. and Xi’an Business Park III Pte. Ltd., respectively, on the terms and conditions set out in the conditional agreement dated 5 November 2020 (the “**ACBPF4 Conditional Agreement**”), and the entry into of the ACBPF4 Conditional Agreement be and is hereby approved and ratified;
- (ii) approval be and is hereby given for the acquisition (“**SHSTP Acquisition**”) of the respective interests in the companies which hold Singapore-Hangzhou Science & Technology Park Phase I and Phase II in the manner as described in the Circular, from Ascendas Singapore-Hangzhou Science & Technology Park I Pte. Ltd. and Ascendas Singapore-Hangzhou Science & Technology Park IV Pte. Ltd., respectively, on the terms and conditions set out in the conditional agreement dated 5 November 2020 (the “**SHSTP Conditional Agreement**”), and the entry into of the SHSTP Conditional Agreement be and is hereby approved and ratified;
- (iii) approval be and is hereby given for the acquisition (“**Rock Square Acquisition**”) of the balance 49.0% interest in the company which indirectly holds Rock Square in the manner as described in the Circular, from Gold Ruby Pte. Ltd., on the terms and conditions set out in the conditional share purchase agreement dated 5 November 2020 (the “**Rock Square SPA**”), and the entry into of the Rock Square SPA be and is hereby approved and ratified;
- (iv) approval be and is hereby given for the payment of all fees and expenses relating to the ACBPF4 Acquisition, the SHSTP Acquisition and the Rock Square Acquisition (collectively, the “**Acquisition**”);

- (v) approval be and is hereby given for the entry by CRCT Investment (Suzhou) Pte. Ltd. into a shareholders' agreement (the "**Xinsu SHA**") with CLC Investment Nine Pte. Ltd., which will hold the balance 49.0% of Singapore Suzhou Industrial Holdings Pte. Ltd. (which in turn indirectly holds the Ascendas Xinsu Portfolio);
- (vi) approval be and is hereby given for certain wholly-owned subsidiaries of CapitaLand Limited (the "**Property Managers**") to manage the Ascendas Xinsu Portfolio, Ascendas Innovation Towers, Ascendas Innovation Hub and Singapore-Hangzhou Science & Technology Park Phase I and Phase II and Rock Square following the completion of the acquisition of these properties pursuant to and in accordance with the terms of the property management agreements entered or to be entered into with the Property Managers (the "**Property Management Agreements**"); and
- (vii) CapitaLand Retail China Trust Management Limited, as the manager of CRCT (the "**Manager**"), any director of the Manager, and HSBC Institutional Trust Services (Singapore) Limited (in its capacity as trustee of CRCT) (the "**Trustee**") be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Manager, such director of the Manager or, as the case may be, the Trustee may consider expedient or necessary or in the interests of CRCT to give effect to the Acquisition and the entry into the Xinsu SHA and the Property Management Agreements.

**Unitholders are invited to send in their questions relating to the resolution above to the Manager by 2.30 p.m. on 19 December 2020. Please see Note 4 of this Notice of EGM on how Unitholders may submit their questions.**

BY ORDER OF THE BOARD  
**CapitaLand Retail China Trust Management Limited**  
(Registration Number: 200611176D)  
as manager of CapitaLand Retail China Trust

**CHUO CHER SHING**  
**Company Secretary**

Singapore  
4 December 2020

**Notes:**

1. The EGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of the Circular will **not** be sent to Unitholders. Instead, the Circular will be published electronically on CRCT's website at the URL <https://investor.crct.com.sg/agm-egm.html>. The Circular will also be made available on the SGX website at the URL <https://www.sgx.com/securities/prospectus-circulars-offer-documents>. We sincerely hope that you will join our efforts to reduce costs and increase operational efficiency by embracing electronic communications. However, if you still wish to receive a printed copy of the Circular, please email Boardroom Corporate & Advisory Services Pte. Ltd. at [CRCT2020@boardroomlimited.com](mailto:CRCT2020@boardroomlimited.com) and provide your full name and address. To receive a printed copy of the Circular before the EGM, please send in your request before 14 December 2020.
2. **Due to the current COVID-19 situation in Singapore, Unitholders will not be able to attend the EGM in person.** Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the EGM in advance of the EGM, addressing of substantial and relevant questions prior to or during the EGM and voting by appointing the Chairman of the EGM as proxy at the EGM, are set out below and in the accompanying Circular dated 4 December 2020. This circular may be accessed at CRCT's website at the URL <https://investor.crct.com.sg/agm-egm.html> and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/prospectus-circulars-offer-documents>. Any reference to a time of day is made by reference to Singapore time.
3. Unitholders and CPF and SRS investors will be able to observe and/or listen to the EGM proceedings through a live audio-visual webcast or live audio-only stream via their mobile phones, tablets or computers. In order to do so, Unitholders and CPF and SRS investors must pre-register at CRCT's pre-registration website at the URL <https://investor.crct.com.sg/agm-egm/> no later than 2.30 p.m. on 19 December 2020 to enable the Manager to verify their status as Unitholders.

Following the verification, authenticated Unitholders and CPF and SRS investors will receive an email, which will contain user ID and password details as well as instructions on how to access the live audio-visual webcast and live audio-only stream of the EGM proceedings, by 2.30 p.m. on 20 December 2020. Unitholders who do not receive an email by 2.30 p.m. on 20 December 2020 but have registered by the 19 December 2020 deadline should contact CRCT's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., for assistance at +65 6536 5355 (during office hours) or email [CRCT2020@boardroomlimited.com](mailto:CRCT2020@boardroomlimited.com).

4. Unitholders may also submit questions related to the resolution to be tabled for approval at the EGM to the Chairman of the EGM in advance of the EGM. In order to do so, their questions must be submitted in the following manner by 2.30 p.m. on 19 December 2020:
  - (a) if submitted electronically, be submitted via CRCT's pre-registration website at the URL <https://investor.crct.com.sg/agm-egm/>; or
  - (b) if submitted by post, be deposited at the office of CRCT's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623.

Unitholders who submit questions by post to the Unit Registrar must provide the following information:

- (1) the Unitholder's full name;
- (2) the Unitholder's NRIC/FIN/Passport number;
- (3) the Unitholder's address; and
- (4) the manner in which the Unitholder holds Units in CRCT (e.g., via CDP, CPF or SRS).

**In view of the current COVID-19 situation in Singapore, Unitholders are strongly encouraged to submit their questions via the pre-registration website.**

5. The Manager will endeavour to address all substantial and relevant questions, submitted in advance of the EGM, prior to or during the EGM. The Manager will publish the responses to the substantial and relevant questions on CRCT's website and on SGXNET prior to the EGM. The Manager will publish the minutes of the EGM on CRCT's website and on SGXNET.
6. Unitholders will **not** be able to ask questions at the EGM live during the live audio-visual webcast or live audio-only stream, and therefore it is important for Unitholders who wish to ask questions to submit their questions in advance of the EGM.

**Unitholders will not be able to vote online on the resolution to be tabled for approval at the EGM.** If a Unitholder (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it must appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM. The instrument appointing the Chairman of the EGM as proxy ("**Proxy Form**") may be accessed at CRCT's website at the URL <https://investor.crct.com.sg/agm-egm.html> and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

In appointing the Chairman of the EGM as proxy, a Unitholder must give specific instructions as to voting, or abstention from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.

7. The Proxy Form must be submitted to the Manager c/o the Unit Registrar Boardroom Corporate & Advisory Services Pte. Ltd., in the following manner:
- (a) if submitted by post, be lodged at the registered office of CRCT's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place #32-01 Singapore Land Tower, Singapore 048623; or
  - (b) if submitted electronically, be submitted via email to CRCT's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at [CRCT2020@boardroomlimited.com](mailto:CRCT2020@boardroomlimited.com),

in either case, by 2.30 p.m. on 19 December 2020, being 72 hours before the time of the scheduled EGM.

A Unitholder who wishes to submit the Proxy Form by post or via email must first complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

**In view of the current COVID-19 situation in Singapore, Unitholders are strongly encouraged to submit completed Proxy Forms electronically via email.**

Persons who hold Units through a relevant intermediary (as defined below) and who wish to participate in the EGM by (a) observing and/or listening to the EGM proceedings through live audio-visual webcast or live audio-only stream; (b) submitting questions in advance of the EGM; and/or (c) appointing the Chairman of the EGM as proxy to attend, speak and vote on their behalf at the EGM, should contact the relevant intermediary through which they hold such Units as soon as possible in order to make the necessary arrangements for them to participate in the EGM.

In addition, CPF and SRS investors who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF agent bank or SRS operator to submit their votes by 5.00 p.m. on 10 December 2020 (Singapore time), being at least 7 working days before the date of the EGM.

**"relevant intermediary"** means:

- (i) a banking corporation licensed under the Banking Act, Chapter 19 of Singapore, 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, Chapter 289 of Singapore, and who holds Units in that capacity; or
- (iii) the Central Provident Fund Board ("**CPF Board**") established by the Central Provident Fund Act, Chapter 36 of Singapore, 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.

8. The Chairman of the EGM, as proxy, need not be a Unitholder.

Due to the constantly evolving COVID-19 situation in Singapore, the Manager may be required to change the arrangements for the EGM at short notice. Unitholders should check CRCT's website at the URL <https://investor.crct.com.sg/agm-egm.html> for the latest updates on the status of the EGM.

**Personal Data Privacy:**

By submitting an instrument appointing the Chairman of the EGM as proxy to attend, speak and vote at the EGM of CRCT and/or any adjournment thereof, a Unitholder (consents to the collection, use and disclosure of the Unitholder's personal data by the Manager and the Trustee (or their agents or service providers) for the purpose of the processing and administration by the Manager and the Trustee (or their agents or service providers) of the appointment of the Chairman of the EGM as proxy for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Manager and the Trustee (or their agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.