



DASIN RETAIL TRUST 大信商用信托

(Business Trust Registration Number: 2017001)

(a business trust constituted on 15 January 2016 under the laws of the Republic of Singapore)

MANAGED BY

DASIN RETAIL TRUST MANAGEMENT PTE. LTD.

(Company Registration Number: 201531845N)

(as Trustee-Manager of Dasin Retail Trust)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an **EXTRAORDINARY GENERAL MEETING** of Dasin Retail Trust will be held on 20 December 2019 at 10.30 a.m. at Pacific Ballroom 1, Level 1, Pan Pacific Singapore, 7 Raffles Boulevard, Marina Square, Singapore 039595 for the purpose of considering and, if thought fit, passing (with or without modification) the following resolutions:

1. THE PROPOSED ACQUISITION OF SHUNDE METRO MALL AND TANBEI METRO MALL (ORDINARY RESOLUTION)

That subject to and conditional upon Resolution 2 being passed:

- (i) Approval be and is hereby given for the acquisition of Shunde Metro Mall, Tanbei Metro Mall and the Shunde Rental Management Company from the Vendor for an aggregated purchase consideration of approximately S\$65.1 million, on the terms and conditions set out in the Sale and Purchase Agreement as described in the Circular, and the entry into the Sale and Purchase Agreement be and is hereby approved and ratified;
- (ii) Approval be and is hereby given for the proposed issuance of the Acquisition Fee Units for payment of the acquisition fee to the Trustee-Manager, for the Acquisition;
- (iii) Approval be and is hereby given for the payment of all fees and expenses relating to the Acquisition;
- (iv) Approval be and is hereby given for the entry by Dasin Retail Trust (whether directly or indirectly through its subsidiaries) into all agreements and transactions in connection with the Acquisition and all ancillary agreements contemplated thereby or incidental thereto, or which are necessary to give effect to the Acquisition; and
- (v) The Trustee-Manager, and any director or the chief executive officer or chief financial officer of the Trustee-Manager, 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 Trustee-Manager or, as the case may be, such director, chief executive officer or chief financial officer of the Trustee-Manager, may consider expedient or necessary or in the interests of Dasin Retail Trust to give effect to the Acquisition and all transactions in connection therewith.

2. THE PROPOSED ISSUE AND PLACEMENT OF UP TO 120.0 MILLION NEW UNITS UNDER AN EQUITY FUND RAISING IN THE FORM OF A PROPOSED ISSUE AND PRIVATE PLACEMENT (ORDINARY RESOLUTION)

That subject to and conditional upon Resolution 1 being passed:

- (i) Approval be and is hereby given for Trustee-Manager to issue up to 120.0 million new units in Dasin Retail Trust ("**New Units**") under an equity fund raising in the form of a proposed issued and private placement (the "**Private Placement**") in the manner described in the Circular; and
- (ii) The Trustee-Manager, and any director or the chief executive officer or chief financial officer of the Trustee-Manager, 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 Trustee-Manager or, as the case may be, such director, chief executive officer or chief financial officer of the Trustee-Manager, may consider expedient or necessary or in the interests of Dasin Retail Trust to give effect to the Private Placement and all transactions in connection therewith.

3. THE PROPOSED ISSUE AND PLACEMENT OF NEW UNITS TO AQUA WEALTH HOLDINGS LIMITED UNDER THE PRIVATE PLACEMENT (ORDINARY RESOLUTION)

That subject to and conditional upon Resolution 1 and Resolution 2 being passed:

- (i) Approval be and is hereby given for the issue and placement of up to such number of New Units to Aqua Wealth Holdings Limited as part of the Private Placement, in the manner described in the Circular; and
- (ii) The Trustee-Manager, and any director or the chief executive officer or chief financial officer of the Trustee-Manager, 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 Trustee-Manager or, as the case may be, such director, chief executive officer or chief financial officer of the Trustee-Manager, may consider expedient or necessary or in the interests of Dasin Retail Trust to give effect to the Aqua Wealth Placement and all transactions in connection therewith.

By Order of the Board

Dasin Retail Trust Management Pte. Ltd.

(as trustee-manager of Dasin Retail Trust)

(Registration No. 201531845N)

Zhang Zhongming

Deputy Chairman and Non-Executive Director

5 December 2019

Notes:

1. Unitholder is entitled to appoint not more than two (2) proxies to attend, speak and vote in his/her stead. A proxy need not be a Unitholder.
2. Where a Unitholder appoints more than one (1) proxy, he/she must specify the proportion of his/her unitholding (expressed as a percentage of the whole) to be represented by each proxy. Where a Unitholder appoints two (2) proxies and does not specify the number of Units to be represented by each proxy, then the Units held by the Unitholder are deemed to be equally divided between the proxies.
3. A corporation which is a Unitholder may, by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at the Extraordinary General Meeting, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.
4. The instrument appointing a proxy or proxies must be deposited at the office of the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623 no later than forty-eight (48) hours before the time appointed for holding the Extraordinary General Meeting.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting and/or any adjournment thereof, 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 purpose of the processing and administration by the Trustee-Manager (or its agents or service providers) of proxies and representatives appointed for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (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, regulations and/or guidelines (collectively, the "**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 and 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 and service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Unitholder will indemnify the Trustee-Manager in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Unitholder's breach of warranty.