



## **CAPITALAND MALL TRUST**

(Constituted in the Republic of Singapore pursuant to a trust deed dated 29 October 2001 (as amended))

### **ANNOUNCEMENT**

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#### **PROPOSED MERGER OF CAPITALAND MALL TRUST AND CAPITALAND COMMERCIAL TRUST BY WAY OF A TRUST SCHEME OF ARRANGEMENT**

#### **RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 29 SEPTEMBER 2020**

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The board of directors of CapitaLand Mall Trust Management Limited, as manager of CapitaLand Mall Trust ("**CMT**", and the manager of CMT, the "**Manager**") refers to:

- (1) the circular dated 4 September 2020 issued by the Manager to holders of units in CMT ("**CMT Units**", and the holders of CMT Units, "**CMT Unitholders**") in relation to the Merger (as defined below) (the "**Circular**"); and
- (2) the notice of extraordinary general meeting of CMT Unitholders ("**EGM**" and the notice of EGM, the "**Notice of EGM**") dated 4 September 2020.

Unless otherwise defined herein, capitalised terms shall bear the same meanings ascribed to them in the Circular.

The Manager wishes to announce that at the EGM held on 29 September 2020, all resolutions set out in the Notice of EGM dated 4 September 2020, and put to vote by poll at the EGM, were duly passed.

## Results of the EGM

The information as required under Rule 704(16) of the Listing Manual of Singapore Exchange Securities Trading Limited (the “Listing Manual”) is set out below:

### (a) Breakdown of all valid votes cast at the EGM

Resolution number and details	Total number of units represented by votes for and against the relevant resolution	For		Against	
		Number of units	As a percentage of total number of votes for and against the resolution (%) <sup>1</sup>	Number of units	As a percentage of total number of votes for and against the resolution (%) <sup>1</sup>
<p><b><u>Extraordinary Resolution 1</u></b> To approve the proposed amendments to the deed of trust constituting CMT</p>	2,593,905,759	2,587,474,956	99.75	6,430,803	0.25
<p><b><u>Ordinary Resolution 2</u></b> To approve the proposed merger of CMT and CapitalLand Commercial Trust by way of a trust scheme of arrangement (the “Merger”) (Conditional upon Resolution 1 and Resolution 3 being passed)</p>	1,507,518,331	1,490,771,350	98.89	16,746,981	1.11
<p><b><u>Ordinary Resolution 3</u></b> To approve the proposed allotment and issuance of units of CMT to the holders of units in CapitalLand Commercial Trust as part of the consideration for the Merger (Conditional upon Resolution 1 and Resolution 2 being passed)</p>	1,507,399,431	1,490,562,455	98.88	16,836,976	1.12

<sup>1</sup> Percentages have been rounded to the nearest two decimal places.

Please refer to the Circular and the Notice of EGM for the full details of the resolutions.

**(b) Details of parties who are required to abstain from voting on any resolution(s), including the number of CMT Units held and the individual resolution(s) on which they are required to abstain from voting**

As set out in **paragraph 18** of the Circular, Pyramex Investments Pte Ltd, Albert Complex Pte Ltd, Premier Healthcare Services International Pte Ltd, CapitaLand Mall Trust Management Limited and their associates are required to abstain from voting on Resolution 2 and Resolution 3. Based on the information available to the Manager as at the date of the EGM, the following table sets out the names, number of CMT Units held (and expressed as a percentage of the total CMT Units in issue) and the resolutions on which the persons are required to abstain and did in fact abstain from voting:

<b>Resolutions</b>	<b>Name</b>	<b>Number of CMT Units held</b>	<b>As a percentage of total CMT Units in issue (%)<sup>2</sup></b>
<u>Resolution 2 and Resolution 3</u> Under Rule 919 of the Listing Manual, where a meeting is held to obtain unitholders' approval, the interested person and any associate of the interested person must not vote on a resolution in respect of which such person is interested, nor accept appointments as proxies, unless specific instructions as to voting are given.	Pyramex Investments Pte Ltd	571,784,814	15.49
	Albert Complex Pte Ltd	279,300,000	7.57
	Premier Healthcare Services International Pte Ltd	150,954,660	4.09
	CapitaLand Mall Trust Management Limited	49,395,849	1.34

For purposes of good corporate governance, Mr. Jason Leow Juan Thong, who is concurrently the President, CapitaLand Singapore & International of CapitaLand group and Mr. Jonathan Yap Neng Tong, who is concurrently the President, CapitaLand Financial of CapitaLand group and a director of CapitaLand Commercial Trust Management Limited have each abstained from voting on Resolution 2 and Resolution 3.

**(c) Appointed scrutineer**

DrewCorp Services Pte Ltd was appointed as scrutineer for the EGM.

**Amendments to the deed of trust constituting CMT**

Having obtained the approval of CMT Unitholders by way of an Extraordinary Resolution passed at the EGM in respect of the proposed amendments to the deed of trust constituting CMT (the "**CMT Trust Deed Amendments**"), a twenty-second supplemental deed has been entered into today between the Manager and HSBC Institutional Trust Services (Singapore) Limited, to reflect the CMT Trust Deed Amendments.

The CMT Trust Deed will be available for inspection at the registered office of the Manager for so long as CMT is in existence.

<sup>2</sup> Calculated based on a total of 3,690,154,580 CMT Units as at 29 September 2020, rounded to the nearest two decimal places.

## Responsibility Statement

The directors of the Manager<sup>3</sup> (including those who may have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed in this announcement which relate to CMT and/or the Manager are fair and accurate and that there are no other material facts not contained in this announcement the omission of which would make any statement in this announcement misleading. The directors of the Manager jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from CapitaLand Commercial Trust (“**CCT**”) and/or CapitaLand Commercial Trust Management Limited (as manager of CapitaLand Commercial Trust) (the “**CCT Manager**”), the sole responsibility of the directors of the Manager has been to ensure through reasonable enquiries that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this announcement. The directors of the Manager do not accept any responsibility for any information relating to CCT and/or the CCT Manager or any opinion expressed by CCT and/or the CCT Manager.

BY ORDER OF THE BOARD

CapitaLand Mall Trust Management Limited  
(Registration Number: 200106159R)  
as manager of CapitaLand Mall Trust

Lee Ju Lin, Audrey  
Company Secretary  
29 September 2020

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<sup>3</sup> For the purpose of this announcement, all references to the directors of the Manager and/or the independent directors of the Manager shall exclude Mr Gay Chee Cheong, an independent director, who is currently on a leave of absence.

## **IMPORTANT NOTICE**

The past performance of CapitaLand Mall Trust (“**CMT**”) is not indicative of future performance. The listing of the units in CMT (“**Units**”) on the Singapore Exchange Securities Trading Limited (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, CapitaLand Mall Trust Management Limited, as manager of CMT (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 announcement is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for the Units.