
LETTER TO UNITHOLDERS DATED 28 MARCH 2024 IN RELATION TO RESOLUTION 2



CAPITALAND INTEGRATED COMMERCIAL TRUST

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

28 March 2024

To: The unitholders of CapitaLand Integrated Commercial Trust

Dear Sir/Madam

1. INTRODUCTION

1.1 Summary

We refer to the proposed Ordinary Resolution 2 ("**Resolution 2**") under the "Ordinary Business" section of the notice dated 28 March 2024 convening the annual general meeting ("**AGM**") of CapitaLand Integrated Commercial Trust ("**CICT**", and the notice, the "**Notice of AGM**") to be held physically at The Star Gallery, Level 3, The Star Performing Arts Centre, 1 Vista Exchange Green, Singapore 138617 and by electronic means, on Monday, 29 April 2024 at 2.30 p.m. (Singapore Time).

Resolution 2 relates to the proposed appointment of Deloitte & Touche LLP ("**Deloitte**") as the auditor ("**Auditor**") of CICT, to hold office until the conclusion of the next AGM of CICT, in place of the retiring Auditor of CICT, KPMG LLP ("**KPMG**"), and to authorise CapitaLand Integrated Commercial Trust Management Limited, as manager of CICT (the "**Manager**") to fix their remuneration (the "**Proposed Change of Auditors**").

1.2 This Letter

The purpose of this Letter is to provide the holders of the units in CICT ("**Units**", and the holders of the Units, "**Unitholders**") with information relating to the above proposal which will be tabled at the AGM.

1.3 Advice to Unitholders

Unitholders should note that by approving Resolution 2 relating to the Proposed Change of Auditors, they will be approving the appointment of Deloitte as Auditor of CICT in place of KPMG as the retiring Auditor of CICT, and they will be authorising the Manager to fix their remuneration.

If a Unitholder is in any doubt as to the action he should take, he should consult his stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

1.4 Singapore Exchange Securities Trading Limited ("**SGX-ST**")

The SGX-ST assumes no responsibility for the accuracy of any statements or opinions made, or reports contained, in this Letter.

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2. RATIONALE FOR THE PROPOSED CHANGE OF AUDITORS

2.1 Retirement of KPMG as Auditor

KPMG, the retiring Auditor, has served as the Auditor of CICT and its predecessor CapitaLand Mall Trust (as CICT was then known) (“**CMT**”)¹ for 21 years since 2002. As part of CICT’s ongoing good corporate governance initiatives, the directors of the Manager (the “**Directors**”) are of the view that it would be timely to effect a change in Auditor with effect from the financial year ending 31 December 2024. Further, CapitaLand Investment Limited, as the sponsor of CICT, is similarly proposing to change their Auditor from KPMG to Deloitte.

Deloitte was selected for the proposed appointment after the audit and risk committee of the Manager (the “**ARC**”) invited and evaluated competitive proposals from various audit firms. The ARC reviewed and deliberated on the proposals received from each of the audit firms, taking into consideration the audit quality indicators listed in the Audit Quality Indicators Disclosure Framework introduced by the Accounting and Corporate Regulatory Authority (“**ACRA**”) and the criteria for the evaluation and selection of external auditors contained in the Guidebook for Audit Committees in Singapore, including factors such as the adequacy of the resources and experience of the audit firm to be selected and the audit engagement partner to be assigned to the audit, the audit firm’s other engagements, the size and complexity of CICT and its subsidiaries and the number and experience of supervisory and professional staff to be assigned. After evaluation, the ARC recommended that Deloitte be selected for the proposed appointment as new Auditor of CICT.

In reviewing and deliberating on the Proposed Change of Auditors, the ARC is also satisfied that the requirements of Rule 712(1), Rule 712(2) and Rule 715 of the Listing Manual of the SGX-ST (the “**Listing Manual**”) will be complied with. For the purpose of Rule 715(1) of the Listing Manual, Deloitte will also be appointed for all of CICT’s Singapore-incorporated subsidiaries and significant associated companies. Pursuant to Rule 715(2) of the Listing Manual, CICT must engage a suitable auditing firm for its significant foreign-incorporated subsidiaries and associated companies. The member firms of Deloitte Touche Tohmatsu Limited will audit the financials of CICT’s significant foreign-incorporated subsidiaries and associated companies.

The Directors have taken into account the ARC’s recommendation, including the factors considered in their evaluation, and are satisfied that Deloitte will be able to meet the audit requirements of the CICT. Accordingly, the Directors recommend the appointment of Deloitte as the Auditor of CICT in place of the retiring auditor, KPMG.

The scope of audit services to be provided by Deloitte will be comparable to those currently provided by KPMG.

¹ On 22 January 2020, the Manager and the manager of CapitaLand Commercial Trust (“**CCT**”) jointly announced the proposed merger of CMT and CCT (the “**Merger**”) through the acquisition by CMT of all the issued and paid-up units of CCT by way of a trust scheme of arrangement, to be effected in accordance with the Singapore Code on Take-overs and Mergers. Following the completion of the Merger, CCT was delisted from the SGX-ST and the merged entity was renamed “CapitaLand Integrated Commercial Trust” on 3 November 2020.

2.2 Deloitte as the incoming Auditor

Deloitte² is a leading global provider of audit and assurance, consulting, financial advisory, risk advisory, tax and legal, and related services. With more than 175 years of resolve and commitment to making a real difference, the Deloitte network has grown over the years in scale and diversity to its present size – approximately 457,000 people in 150 countries and territories, providing these services – yet its shared culture remains the same. Deloitte serves four out of five Fortune Global 500(r) companies.

In Singapore, services are provided by Deloitte and other related entities in Singapore, which are affiliates of Deloitte Southeast Asia Ltd. Deloitte Southeast Asia Ltd is a member of Deloitte Asia Pacific Limited and of the Deloitte network. The audit practice of Deloitte in Singapore comprises over 900 partners and professional staff.

Deloitte is registered with ACRA. It is one of the largest professional services firms in Singapore today, and has a wide-ranging client base consisting of multinational companies, listed companies, private businesses and public sector organisations.

The audit partner who will be in charge of the audit, Chua How Kiat, is a practicing member of the Institute of Singapore Chartered Accountants and a Public Accountant registered with ACRA. He has more than 26 years of experience in providing audit and advisory services to a variety of clients, including various companies listed in SGX-ST, with diverse business activities such as investments in real estate assets, energy and resources, industrial automation and e-commerce/logistics.

Deloitte & Touche LLP's audit practice is subject to external inspections by ACRA whereby quality programmes, and performance of public interest entities' audit are inspected, and Mr Chua How Kiat passed the ACRA reviews and Deloitte's internal inspections in the years he was selected.

3. RULE 1203(5) OF THE LISTING MANUAL

The appointment of Deloitte will be effective upon obtaining the approval of Unitholders at the AGM for the Proposed Change of Auditors. If approved, Deloitte will hold office until the conclusion of the next AGM of CICT.

In view of the above, KPMG will retire and not seek re-appointment as Auditor of CICT at the AGM, being the end of their current term. The Directors wish to express their appreciation for the past services rendered by KPMG.

In accordance with the requirements of Rule 1203(5) of the Listing Manual:

- (a) the outgoing Auditor, KPMG, has confirmed that they are not aware of any professional reasons why the new Auditor, Deloitte, should not accept appointment as Auditor of CICT;
- (b) the Manager confirms that there were no disagreements with the outgoing Auditor, KPMG, on accounting treatments within the last 12 months;
- (c) the Manager confirms that, other than as set out above, it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of Unitholders;

² Please refer to Deloitte's website at www.deloitte.com/about for further details on Deloitte.

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- (d) the specific reasons for the Proposed Change of Auditors are disclosed in this Letter and in the Notice of AGM. The Proposed Change of Auditors is not due to (i) the resignation of KPMG as Auditor of CICT, (ii) KPMG declining to stand for re-appointment, (iii) the dismissal of KPMG as Auditor of CICT, or (iv) a direction by the SGX-ST for KPMG to be replaced under Rule 1405(1)(fb) of the Listing Manual; and
- (e) the Manager confirms that Rule 712 and Rule 715 of the Listing Manual are complied with in relation to the appointment of Deloitte.

4. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Letter and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Letter constitutes full and true disclosure of all material facts about the Proposed Change of Auditors, CICT and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Letter misleading. Where information in this Letter has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Letter in its proper form and context.

5. DOCUMENT ON DISPLAY

A copy of the Trust Deed (as defined herein) will be available for inspection at the registered office of the Manager during usual business hours³ for so long as CICT is in existence.

Yours faithfully

CapitaLand Integrated Commercial Trust Management Limited

(Registration Number: 200106159R)

as manager of CapitaLand Integrated Commercial Trust

TEO SWEE LIAN

Chairman and Non-Executive Independent Director

³ Prior appointment with the Manager is required. Please contact the Manager via email at ask-us@cict.com.sg.

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IMPORTANT NOTICE

This Letter does not constitute or form part of an offer, invitation or solicitation of any offer to purchase or subscribe for any securities of CICT in Singapore or any other jurisdictions. The value of Units and the income derived from them may fall as well as rise. Units are not obligations of, deposits in, or guaranteed by, the Manager or any of its affiliates. An investment in Units is subject to investment risks, including the possible loss of the principal amount invested.

Unitholders have no right to request the Manager to redeem or purchase their Units for so long as the Units are listed on the SGX-ST. It is intended that Unitholders may only deal in their Units through trading on the SGX-ST. Listing of the Units on the SGX-ST does not guarantee a liquid market for the Units. The past performance of CICT is not indicative of the future performance of CICT. Similarly, the past performance of the Manager is not indicative of the future performance of the Manager.

This Letter may contain forward-looking statements that involve assumptions, risks and uncertainties. Actual future performance, outcomes and results may differ materially from those expressed in forward-looking statements as a result of a number of risks, uncertainties and assumptions. Representative examples of these factors include (without limitation) general industry and economic conditions, interest rate trends, cost of capital and capital availability, competition from other developments or companies, shifts in expected levels of occupancy rate, property rental income, charge out collections, changes in operating expenses (including employee wages, benefits and training costs), governmental and public policy changes and the continued availability of financing in the amounts and the terms necessary to support future business. You are cautioned not to place undue reliance on these forward-looking statements, which are based on the Manager's current view on future events.

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GLOSSARY

%	:	Per centum or Percentage
ACRA	:	The Accounting and Corporate Regulatory Authority
AGM	:	Annual general meeting
Audit Committee	:	The audit committee of the Manager
Auditor	:	Auditor
CCT	:	CapitaLand Commercial Trust
CICT	:	CapitaLand Integrated Commercial Trust
CMT	:	CapitaLand Mall Trust (renamed CICT after the merger with CapitaLand Commercial Trust)
Deloitte	:	Deloitte & Touche LLP
Directors	:	Directors of the Manager
DTTL	:	Deloitte Touche Tohmatsu Limited
KPMG	:	KPMG LLP
Letter	:	This Letter dated 28 March 2024
Listing Manual	:	The Listing Manual of the SGX-ST
Manager	:	CapitaLand Integrated Commercial Trust Management Limited, in its capacity as manager of CICT
Merger	:	The merger of CMT and CCT
Notice of AGM	:	The notice dated 28 March 2024 convening the AGM of CICT
Ordinary Resolution	:	A resolution proposed and passed as such by a majority being greater than 50.0% or more of the total number of votes cast for and against such resolution at a meeting of Unitholders convened in accordance with the provisions of the Trust Deed
Proposed Change of Auditors	:	The proposed appointment of Deloitte as the Auditor of CICT, to hold office until the conclusion of the next AGM of CICT, in place of the retiring Auditor of CICT, KPMG, and to authorise the Manager to fix their remuneration
Resolution 2	:	The proposed Ordinary Resolution 2 under the “Ordinary Business” section of the Notice of AGM
SGX-ST	:	Singapore Exchange Securities Trading Limited
Trust Deed	:	The trust deed dated 29 October 2001 constituting CICT, as amended, varied or supplemented from time to time
Unitholders	:	The registered holders for the time being of a Unit, including person(s) so registered as joint holders, except where the registered holder is CDP, the term “Unitholder” shall, in relation to Units registered in the name of CDP, mean, where the context requires, the Depositor whose Securities Account with CDP is credited with Units

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The terms “**Depositor**” and “**Depository Register**” shall have the meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act 2001.

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall include corporations.

Any reference in this Letter to any enactment is a reference to that enactment for the time being amended or re-enacted.

Any reference to a time of day in this Letter shall be a reference to Singapore time unless otherwise stated.