

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM") of the holders of units ("Units") ("Unitholders") of CapitaLand Malaysia Mall Trust ("CMMT") will be held on Thursday, 2 April 2020 at 10.00 a.m. at Grand Ballroom, Level 3, Pullman Kuala Lumpur City Centre Hotel & Residences, Jalan Conlay, 50450 Kuala Lumpur, Malaysia to transact the following businesses:

### ORDINARY BUSINESS

- To receive the report of MTrustee Berhad, as trustee of CMMT (the "Trustee"), the report by CapitaLand Malaysia Mall REIT Management Sdn. Bhd., as manager of CMMT (the "Manager"), and the Audited Financial Statements of CMMT for the financial year ended 31 December 2019 and the Auditors' Report attached thereon.

### SPECIAL BUSINESS

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

- PROPOSED AUTHORITY TO ALLOT AND ISSUE NEW UNITS PURSUANT TO PARAGRAPH 6.59 OF THE MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD ("PROPOSED AUTHORITY")** Ordinary Resolution 1

"THAT pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), provisions of the trust deed dated 7 June 2010 (as amended and restated on 5 October 2018) and the approval of the relevant regulatory authorities, where such approval is required, authority be and is hereby given to the Manager to allot and issue new units in CapitaLand Malaysia Mall Trust ("CMMT") ("New Units") from time to time to such persons and for such purposes as the Manager may in its absolute discretion deem fit and in the best interest of CMMT, provided that the aggregate number of New Units issued pursuant to this resolution, when aggregated with the number of units in CMMT issued during the preceding 12 months, must not exceed 20% of the total number of units issued of CMMT for the time being comprising of 2,051,752,800 Units;

AND THAT the Proposed Authority shall be effective and continue to be in force from the date of receipt of all relevant authorities' approval or the date the Unitholders pass this resolution, whichever may be the later, until:

- the conclusion of the next AGM of the Unitholders at which time it shall lapse, unless by a resolution passed at the meeting, the authority is renewed; or
- the expiration of the period within which the next AGM of the Unitholders is required by law to be held; or
- the Proposed Authority is revoked or varied by the Unitholders in a Unitholders' meeting,

whichever occurs first ("Validity Period");

AND THAT the New Units to be issued pursuant to the Proposed Authority shall, upon allotment and issuance, rank pari passu in all respects with the existing Units except that the New Units will not be entitled to any distributable income, right, benefit, entitlement and/or any other distributions that may be declared before the date of allotment and issuance of such New Units;

AND THAT authority be and is hereby given to the Manager and the Trustee, acting for and on behalf of CMMT, to give effect to the aforesaid Proposed Authority with full powers to assent to any condition, variation, modification and/or amendment in any manner as the Manager and the Trustee may deem fit and in the best interest of CMMT and/or as may be imposed by the relevant authorities, and to deal with all matters relating thereto;

AND FURTHER THAT authority be and is hereby given to the Manager and the Trustee, acting for and on behalf of CMMT, to take all such steps and do all acts, deeds and things in any manner (including execute such documents as may be required) as they may deem necessary or expedient to implement, finalise, complete and give full effect to the Proposed Authority." (Please see Explanatory Note 1)

- PROPOSED RENEWAL OF UNIT BUY-BACK AUTHORITY TO REPURCHASE UP TO TEN PERCENT (10%) OF THE TOTAL NUMBER OF UNITS ISSUED ("PROPOSED RENEWAL OF UNIT BUY-BACK MANDATE")** Ordinary Resolution 2

"THAT subject to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements"), provisions of the trust deed dated 7 June 2010 (as amended and restated on 5 October 2018), and any prevailing laws, guidelines, rules and regulations issued by the relevant authorities, the Board of the Manager shall be authorised to repurchase the units in CapitaLand Malaysia Mall Trust ("CMMT") ("Units") for and on behalf of CMMT through Bursa Securities, subject to the following:

- the aggregate number of Units in CMMT which may be repurchased shall not exceed ten percent (10%) of the total number of Units issued at the time of purchase and the compliance with the public unitholding spread requirements as stipulated under the Listing Requirements;
- the maximum funds to be allocated by CMMT for the purpose of repurchasing the Units shall not exceed the aggregate of the retained profits of CMMT based on the latest audited financial statements of CMMT available at the time of purchase;
- the authority conferred by this resolution shall be effective and continue to be in force from the date the Unitholders pass this resolution, whichever may be the later, until:
  - the conclusion of the next AGM of the Unitholders at which time it shall lapse, unless by a resolution passed at the meeting, the authority is renewed; or the expiration of the period within which the next AGM of the Unitholders is required by law to be held; or
  - the expiration of the period within which the next AGM of the Unitholders is required by law to be held; or
  - the authority is revoked or varied by the Unitholders in a Unitholders' meeting,

whichever occurs first;

THAT where the Manager has repurchased the Units, the Board shall cancel the Units so repurchased immediately.

AND THAT authority be and is hereby given to the Board of the Manager, for and on behalf of CMMT, to sign and execute all documents, and do all acts and things as may be required for or in connection with and to give effect to, and to implement the Proposed Renewal of Unit Buy-Back Mandate with full power to do all such acts as they may consider necessary or expedient in the best interest of CMMT so as to give full effect to the same with further power to assent to any condition, modification, variation and/or amendment as may be required or imposed by the relevant authorities." (Please see Explanatory Note 2)

BY ORDER OF THE BOARD

CAPITALAND MALAYSIA MALL REIT MANAGEMENT SDN. BHD.  
(Registration No. 200801018055 (819351-H))  
as manager of CapitaLand Malaysia Mall Trust

Khoo Ming Siang (MAICSA No. 7034037)  
Teo Mee Hui (MAICSA No. 7050642)

Company Secretaries  
Kuala Lumpur

28 February 2020

Enclosures :

- Explanatory Notes
- Proxy Form

cc : MTrustee Berhad  
Securities Commission Malaysia

### Notes:

- Only Unitholders whose names appear in the Record of Depositors on 26 March 2020 are entitled to attend, speak and vote at the AGM.
- A Unitholder may attend the AGM in person or appoint up to two proxies to attend the AGM and vote in the Unitholder's place. A Unitholder holding 10,000 Units or less shall be entitled to appoint one proxy (whether a Unitholder or not). A Unitholder holding more than 10,000 Units shall be entitled to appoint maximum of two proxies (whether a Unitholder or not).
- On a poll, every Unitholder who is present in person or by proxy/proxies has one vote for every Unit held by him.
- Where the Unitholder is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint one proxy for each securities account that holds 10,000 Units or less standing to the credit for the said securities account and up to two proxies for each securities account that has more than 10,000 Units standing to the credit for the said securities account.
- Where a Unitholder appoints two proxies in accordance with such provision, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- Any appointment of a proxy shall be in writing in the Proxy Form attached herewith under the hand of the Unitholder or of his duly appointed attorney or, if the Unitholder is a corporation, either under the seal or under the hand of an officer or attorney duly authorised.
- The Proxy Form appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarised certified copy of that power or authority, must be deposited with the Manager at CapitaLand Malaysia Mall REIT Management Sdn. Bhd., Unit No. 1-27, Level 27, Capital Tower, No. 10, Persiaran KLCC, 50088 Kuala Lumpur, Malaysia, not less than 24 hours before the time appointed for holding the meeting or any adjournment thereof, by hand or post; in default of this provision, the Proxy Form shall not be treated as valid.

### Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a Unitholder (i) consents to the collection, use and disclosure of the Unitholder's personal data by the Manager and the Trustee (or their agents) for the purpose of processing and administering the proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Manager and the Trustee (or their agents) 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 Manager and the Trustee (or their agents), the Unitholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Manager and the Trustee (or their agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Unitholder will indemnify the Manager and the Trustee in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Unitholder's breach of warranty.

### Explanatory Notes:

- Ordinary Resolution 1 - Proposed Authority**

The Proposed Ordinary Resolution 1, if passed, would enable the Manager to allot and issue New Units from time to time provided that the aggregate number of the New Units to be issued during the Validity Period, when aggregated with the number of units issued during the preceding 12 months must not exceed 20% of the total number of units issued of CMMT for the time being comprising of 2,051,752,800 Units.

The Proposed Authority will allow the Manager the flexibility to allot and issue New Units to raise funds to finance future investments, acquisitions and capital expenditure to enhance the value of CMMT and/or to refinance existing debt as well as for working capital purposes, subject to the relevant laws and regulations. With the Proposed Authority, delays and further costs involved in convening separate general meetings to approve such issue of New Units to raise funds can be avoided.

Any allotment and issuance of New Units pursuant to the Proposed Authority will be subject to the approval of Bursa Malaysia Securities Berhad.

- Ordinary Resolution 2 - Proposed Renewal of Unit Buy-Back Mandate**

Unitholders are advised to refer to the Statement to Unitholders dated 28 February 2020, which is available on CMMT website at [www.cmmt.com.my](http://www.cmmt.com.my) for further information.