

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 Trust (“CLMT”) will be held on a virtual basis through live streaming via Remote Participation and Electronic Voting facilities from the broadcast venue (“Broadcast Venue”) at 12th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor on Wednesday, 29 March 2023 at 10.00 a.m. to transact the following businesses:

ORDINARY BUSINESS

- To receive the report of MTrustee Berhad, as trustee of CLMT (the “Trustee”), the report by CapitaLand Malaysia REIT Management Sdn. Bhd., as manager of CLMT (the “Manager”), and the Audited Financial Statements of CLMT for the financial year ended 31 December 2022 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 1”)**

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 13 July 2021) 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 CLMT (“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 CLMT and its Unitholders, PROVIDED THAT the aggregate number of New Units issued pursuant to this resolution, when aggregated with the number of units in CLMT issued during the preceding 12 months, must not exceed 20% of the total number of units issued in CLMT for the time being;

AND THAT the Proposed Authority 1 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 1 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 1 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 CLMT, to give effect to the aforesaid Proposed Authority 1 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 CLMT and its Unitholders 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 CLMT, 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 1.”

(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 (“Listing Requirements”), provisions of the trust deed dated 7 June 2010 (as amended and restated on 13 July 2021), 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 CLMT for and on behalf of CLMT through Bursa Securities, subject to the following:

- the aggregate number of Units in CLMT 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 CLMT for the purpose of repurchasing the Units shall not exceed the aggregate of the retained profits of CLMT based on the latest audited financial statements of CLMT 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 authority is revoked or varied by the Unitholders in a Unitholders’ general 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 CLMT, 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 CLMT and its Unitholders 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)

- PROPOSED AUTHORITY TO ALLOT AND ISSUE NEW UNITS PURSUANT TO THE DISTRIBUTION REINVESTMENT PLAN THAT PROVIDES THE UNITHOLDERS OF CLMT AN OPTION TO REINVEST THEIR CASH DISTRIBUTION INTO NEW UNITS (“PROPOSED AUTHORITY 2”)**

Ordinary Resolution 3

“THAT pursuant to the Distribution Reinvestment Plan (“DRP”) established at the deferred AGM of CLMT held on 19 June 2020 and as approved by the Unitholders at the AGM of CLMT held on 30 March 2022, provisions of the trust deed dated 7 June 2010 (as amended and restated on 13 July 2021) 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 (“DRP New Units”) from time to time as may be required to be allotted and issued pursuant to the DRP, upon such terms and conditions and to such persons as the Manager may in its absolute discretion deem fit and in the best interest of CLMT and its Unitholders, PROVIDED THAT the issue price shall not be more than 10% discount to the volume weighted average market price (“VWAMP”) of the Units for the five (5) market days immediately preceding the price-fixing date. The VWAMP shall be adjusted ex-distribution(s) before applying the aforementioned discount AND THAT such authority to allot and issue New Units shall continue to be in force until the conclusion of the next AGM of CLMT.

THAT the New Units shall, upon allotment and issue, rank equally in all respects with the existing Units in issue, save and except that the holders of the DRP 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 of the DRP New Units issued pursuant to the DRP.

AND THAT authority be and is hereby given to the Board to do all such acts and things and enter into all such transactions, arrangements and agreements and to execute, sign and deliver for and on behalf of CLMT, all such documents and impose such terms and conditions or delegate all or any part of its powers as they may consider necessary or expedient in order to give full effect to the Proposed Authority 2 and DRP, with full power to assent to any condition, modification, variation and/or amendment including amendment, modification, suspension and termination of the DRP (irrespective of whether an election to exercise the distribution reinvestment has been made by the Unitholders), as the Board may, in their absolute discretion, deem fit and in the best interest of CLMT and its Unitholders and/or as may be imposed or agreed to by any relevant authorities.”

(Please see Explanatory Note 3)

BY ORDER OF THE BOARD

CAPITALAND MALAYSIA REIT MANAGEMENT SDN. BHD.

(Registration No. 200801018055 (819351-H))

as Manager of CapitaLand Malaysia Trust

Teo Soh Fung (SSM PC No.: 202008001818) (MAICSA No. 7046614)

Teo Mee Hui (SSM PC No.: 202008001081) (MAICSA No. 7050642)

Company Secretaries

Kuala Lumpur

28 February 2023

Enclosures:

- Explanatory Notes
- Proxy Form

cc : MTrustee Berhad
Securities Commission Malaysia

Notes:

- The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting. Unitholders WILL NOT BE ALLOWED to attend this AGM in person at the Broadcast Venue on the day of the AGM. Unitholders are to participate, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, “participate”) remotely at this AGM via the Remote Participation and Electronic Voting facilities (“RPEV”) provided by Boardroom Share Registrars Sdn Bhd via its website at <https://investor.boardroomlimited.com>. Please read these Notes carefully and follow the procedures in the Administrative Details for the AGM which will be made available on the corporate website at www.clmt.com.my in order to participate remotely.
- Only Unitholders whose names appear in the Record of Depositors on 23 March 2023 are entitled to participate and vote at the AGM or appoint proxy to participate and vote instead of him.
- Any Unitholder entitled to participate at the AGM may appoint up to two (2) proxies to participate at 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 up to two proxies (whether a Unitholder or not).
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions shall be put to vote by way of a poll.
- Where a Unitholder is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint one (1) 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 (2) 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 (2) 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.
- If the Proxy Form is submitted in hard copy, it must be in writing 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 authorised officer or attorney duly authorised by a valid instrument.
- The Proxy Form appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Poll Administrator office, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia or at its website at <https://investor.boardroomlimited.com> (“eProxy Lodgement”), not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof; in default of this provision, the Proxy Form shall not be treated as valid. Please refer to the Administrative Details for the AGM for the steps on the eProxy Lodgement.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to participate 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 MTrustee Berhad (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 MTrustee Berhad (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 MTrustee Berhad (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 MTrustee Berhad (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 MTrustee Berhad 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 1**

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 in CLMT for the time being.

The Proposed Authority 1 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 CLMT and/or to refinance existing debt as well as for working capital purposes, subject to the relevant laws and regulations. With the Proposed Authority 1, 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 1 will be subject to the relevant approvals of Securities Commission Malaysia and 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 2023, which is available on CLMT website at www.clmt.com.my for further information.

- Ordinary Resolution 3 – Proposed Authority 2**

The Proposed Authority 2, if passed, will give authority to the Board of the Manager to allot and issue the DRP New Units pursuant to the DRP upon such terms and conditions and to such persons as the Manager may in its absolute discretion deem fit and in the best interest of CLMT and its Unitholders, and such authority shall expire at the conclusion of the next Annual General Meeting of CLMT.