
NOTICE OF SCHEME MEETING

IN THE HIGH COURT OF THE REPUBLIC OF SINGAPORE

HC/OS 646/2021

IN THE MATTER OF SECTION 210
OF THE COMPANIES ACT, CHAPTER 50

And

IN THE MATTER OF
CAPITALAND LIMITED
(Company Registration No. 198900036N)

...Applicant

SCHEME OF ARRANGEMENT

under Section 210 of the Companies Act, Chapter 50

Between

CapitaLand Limited

And

Scheme Shareholders (as defined herein)

And

CLA Real Estate Holdings Pte. Ltd.

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NOTICE IS HEREBY GIVEN that by an Order of Court dated 5 July 2021 made in the above matter, the High Court of the Republic of Singapore (the “**Court**”) has directed a meeting (the “**Scheme Meeting**”) of the Scheme Shareholders (as defined in the Schedule hereto) of CapitaLand Limited (the “**Company**”) to be convened and such Scheme Meeting shall be held by way of electronic means on 10 August 2021 at 2.15 p.m. (or in the event that the EGM concludes after 2.15 p.m., as soon as possible thereafter following the conclusion of the EGM), for the purpose of considering and, if thought fit, passing (with or without modification) the following resolution. All capitalised terms used in this Notice of Scheme Meeting which are not defined herein shall have the meanings ascribed to them in the Scheme Document (as defined in the Schedule hereto).

THE SCHEME RESOLUTION: TO APPROVE THE SCHEME OF ARRANGEMENT

“That subject to the passing of the DIS Resolution at the EGM, the Scheme of Arrangement dated 17 July 2021 (the “**Scheme**”) proposed to be made pursuant to Section 210 of the Companies Act, Chapter 50 of Singapore, between (i) the Company, (ii) the Scheme Shareholders and (iii) CLA Real Estate Holdings Pte. Ltd., which is set out in the Scheme Document, be and is hereby approved.”

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Importance Notice from the Company

A copy of the Scheme and a copy of the Explanatory Statement required to be furnished pursuant to Section 211 of the Companies Act, are incorporated in the Scheme Document of which this Notice of Scheme Meeting forms part.

Electronic copies of the Scheme Document (enclosing this Notice of Scheme Meeting and the Scheme Meeting Proxy Form) and the Introductory Document are available on the website of the SGX-ST at <https://www.sgx.com/securities/company-announcements> and on the website of the Company at https://investor.capitaland.com/agm_egm.html. A Shareholder will need an internet browser and PDF reader to view these documents on the websites of the SGX-ST and the Company.

Shareholders (including Overseas Shareholders (as defined in the Schedule hereto)) may also obtain printed copies of the Scheme Document and Introductory Document by completing and submitting the electronic request form available on the website of the Company at https://investor.capitaland.com/agm_egm.html up to three (3) Market Days (as defined in the Schedule hereto) prior to the date of the Scheme Meeting. Printed copies of the Scheme Document and the Introductory Document will be sent to the address in Singapore specified by the Shareholder at his/her/its own risk.

The Court has, by an Order of Court, granted liberty to convene and hold the Scheme Meeting by way of electronic means.

A Scheme Shareholder (whether individual or corporate) may appoint the Chairman of the Scheme Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Scheme Meeting if such Scheme Shareholder wishes to exercise his/her/its voting rights at the Scheme Meeting.

It is requested that the Scheme Meeting Proxy Form be lodged with the Share Registrar in the manner set out below not less than 72 hours before the time fixed for holding the Scheme Meeting.

Each Scheme Shareholder (other than a Relevant Intermediary (as defined in the Schedule hereto)) may only cast all the votes it uses at the Scheme Meeting in one way. Scheme Shareholders who are Relevant Intermediaries need not cast all the votes they use in the same way provided that each vote is exercised in relation to a different Share.

In the case of joint holders of a Share (as defined in the Schedule hereto), any one of such persons may vote by proxy, but if more than one of such persons votes by proxy, only the vote of the person whose name stands first in the Register of Members (as defined in the Schedule hereto) or (as the case may be) the Depository Register (as defined in the Schedule hereto) shall be counted.

By the said Order of Court, the Court has appointed Chaly Mah Chee Kheong, or failing him, any other independent director of the Company, to act as Chairman of the Scheme Meeting and has directed the Chairman to report the results thereof to the Court.

The Scheme will be subject to, *inter alia*, the subsequent sanction of the Court.

THE SCHEDULE

Expression	Meaning
“Companies Act”	The Companies Act, Chapter 50 of Singapore
“Depositor”	Has the meaning ascribed to it in Section 81SF of the SFA
“Depository Register”	Has the meaning ascribed to it in Section 81SF of the SFA
“Market Day”	A day on which the Singapore Exchange Securities Trading Limited is open for the trading of securities
“Overseas Shareholders”	Shareholders whose registered mailing addresses are outside Singapore, as shown on the Register of Members or, as the case may be, in the Depository Register

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“Register of Members”	The register of members of the Company
“Relevant Intermediary”	A “relevant intermediary” as defined in Section 181 of the Companies Act or a “depository agent” as defined in Section 81SF of the SFA
“Scheme Document”	The document dated 17 July 2021 containing the Scheme and any other document(s) which may be issued by or on behalf of the Company to amend, revise, supplement or update the document(s) from time to time
“Scheme Shareholders”	All Shareholders other than CLA Real Estate Holdings Pte. Ltd.
“Securities Account”	The relevant securities account maintained by a Depositor with The Central Depository (Pte) Limited but does not include a securities sub-account
“SFA”	The Securities and Futures Act, Chapter 289 of Singapore
“Shareholders”	(i) Persons who are registered as holders of Shares in the Register of Members (other than The Central Depository (Pte) Limited); and (ii) where The Central Depository (Pte) Limited is registered in the Register of Members as the holder of Shares, Depositors (as defined in Section 81SF of the SFA) registered in the Depository Register as having Shares credited to their Securities Account
“Shares”	Issued and paid-up ordinary shares in the capital of the Company

Notes:

1. This Notice of Scheme Meeting will be sent to Shareholders by electronic means via publication on the Company’s website at the URL https://investor.capitaland.com/agm_egm.html, and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. In addition, printed copies of this Notice of Scheme Meeting will be sent by post to Shareholders.
2. **As a precautionary measure due to the COVID-19 situation in Singapore, Shareholders and persons who hold Shares through Relevant Intermediaries will not be able to attend the Scheme Meeting in person.** Alternative arrangements relating to attendance at the Scheme Meeting via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Scheme Meeting in advance of and/or live at the Scheme Meeting, addressing of substantial and relevant questions prior to, and/or at, the Scheme Meeting and voting by appointing the Chairman of the Scheme Meeting as proxy at the Scheme Meeting, are set out below. Any reference to a time of day is made by reference to Singapore time.
3. Shareholders, CPFIS Members and SRS Investors will be able to observe and/or listen to the Scheme Meeting proceedings through a live audio-visual webcast or live audio-only stream via their mobile phones, tablets or computers. In order to do so, Shareholders, CPFIS Members and SRS Investors must pre-register at the Company’s pre-registration website at the URL https://investor.capitaland.com/agm_egm.html from now till 2.15 p.m. on 7 August 2021 to enable the Company to verify their status as Shareholders, CPFIS Members or SRS Investors. For persons who hold Shares through Relevant Intermediaries, other than CPFIS Members and SRS Investors, please refer to Note 10.

Following the verification, authenticated Shareholders, CPFIS Members and SRS Investors will receive an email confirming successful registration, which will contain unique user credentials as well as instructions on how to access the live audio-visual webcast and a toll-free telephone number to access the live audio-only stream of the Scheme Meeting proceedings and how to ask questions through the live chat function at the Scheme Meeting via the audio-visual webcast platform. Shareholders, CPFIS Members and SRS Investors who do not receive such email by 5.00 p.m. on 8 August 2021 but have registered by the deadline on 7 August 2021 should contact the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. for assistance at (65) 6536-5355 (during office hours) or via email at CapitaLand2021@boardroomlimited.com before 5.00 p.m. on 9 August 2021.

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4. Shareholders, CPFIS Members and SRS Investors may submit questions related to the Scheme Resolution to be tabled for approval at the Scheme Meeting to the Chairman of the Scheme Meeting in advance of the Scheme Meeting. In order to do so, their questions must be submitted in the following manner by 2.15 p.m. on 7 August 2021:
- (a) if submitted electronically:
 - (i) be submitted via the Company's pre-registration website at the URL https://investor.capitaland.com/agm_egm.html; or
 - (ii) be submitted via email to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at CapitalLand2021@boardroomlimited.com; or
 - (b) if submitted by post, be lodged at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623.

When submitting questions for the Scheme Meeting, Shareholders, CPFIS Members and SRS Investors are requested to indicate that their questions relate to the Scheme Meeting.

Shareholders, CPFIS Members and SRS Investors who submit questions via email or by post to the Company's Share Registrar must provide the following information:

- (i) their full name(s);
- (ii) their address(es); and
- (iii) the manner in which they hold the Shares (e.g. via CDP, scrip, CPFIS or SRS).

Shareholders, CPFIS Members and SRS Investors may also ask the Chairman of the Scheme Meeting any questions related to the Scheme Resolution to be tabled for approval at the Scheme Meeting through the live chat function at the Scheme Meeting via the audio-visual webcast platform. Shareholders, CPFIS Members and SRS Investors who wish to ask questions live at the Scheme Meeting must pre-register at the Company's pre-registration website at the URL https://investor.capitaland.com/agm_egm.html, so that an email containing unique user credentials and instructions on how to, *inter alia*, ask questions through the live chat function at the Scheme Meeting via the audio-visual webcast platform can be sent to them following verification. For persons who hold Shares through Relevant Intermediaries, other than CPFIS Members and SRS Investors, please refer to Note 10.

The Company will endeavour to address all substantial and relevant questions received in advance of the Scheme Meeting by publishing the Company's responses to such questions on its website at URL https://investor.capitaland.com/agm_egm.html and on SGXNET, prior to the Scheme Meeting. The Company will also address any substantial and relevant questions which have not already been addressed prior to the Scheme Meeting, as well as any received during the Scheme Meeting itself, during the Scheme Meeting through the live audio-visual webcast and live audio-only stream of the Scheme Meeting proceedings. Where substantially similar questions are received, the Company will consolidate such questions and consequently, not all questions may be individually addressed.

The Company will publish the minutes of the Scheme Meeting on its website and on SGXNET, and the minutes will include the responses to the substantial and relevant questions which are addressed during the Scheme Meeting.

5. **A Shareholder (whether individual or corporate) may appoint the Chairman of the Scheme Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Scheme Meeting if such Shareholder wishes to exercise his/her/its voting rights at the Scheme Meeting.** A Shareholder may appoint the Chairman of the Scheme Meeting as his/her/its proxy via the pre-registration website at the URL https://investor.capitaland.com/agm_egm.html. Alternatively, a Shareholder may access the Scheme Meeting Proxy Form at the Company's website at the URL https://investor.capitaland.com/agm_egm.html. The Scheme Meeting Proxy Form will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. In addition, printed copies of the Scheme Meeting Proxy Form will be sent by post to Shareholders.

In appointing the Chairman of the Scheme Meeting as his/her/its proxy, a Shareholder must give specific instructions as to voting or abstention from voting, in respect of the resolution in instrument of proxy, failing which the appointment of the Chairman of the Scheme Meeting as proxy for that resolution will be treated as invalid.

6. The Chairman of the Scheme Meeting, as proxy, need not be a Shareholder.
7. The instrument appointing the Chairman of the Scheme Meeting as proxy must be submitted to the Company in the following manner:
- (a) if submitted electronically:
 - (i) (for Shareholders who are individuals¹ only) be submitted via the pre-registration website at the URL https://investor.capitaland.com/agm_egm.html; or
 - (ii) (for all Shareholders whether individuals or corporates) be submitted via email to the Company's Share Registrar at CapitalLand2021@boardroomlimited.com; or

¹ Instruments of proxy executed under a power of attorney on behalf of an individual or by executors on behalf of a deceased individual's estate may only be submitted by email or post with the relevant supporting document where applicable.

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(b) (for all Shareholders whether individuals or corporates) if submitted by post, be lodged at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623,

in each case, by 2.15 p.m. on 7 August 2021, being 72 hours before the time appointed for the Scheme Meeting.

8. A Shareholder who is an individual and who wishes to submit an instrument of proxy electronically via the pre-registration website may do so by authorising such appointment using the online proxy appointment process (where available) through the website at the URL provided above. Alternatively, a Shareholder who wishes to submit a Scheme Meeting Proxy Form must complete and sign the Scheme Meeting Proxy Form, before submitting it by post to the address provided above or sending it by email (e.g. attaching a completed and signed PDF copy of the form) to the email address provided above.

In view of the COVID-19 situation in Singapore, Shareholders are strongly encouraged to submit completed instruments of proxy electronically via the pre-registration website (where available) or via email as described in Note 7(a).

9. A Shareholder voting by appointing the Chairman of the Scheme Meeting as his/her/its proxy shall be included in the count of Shareholders present and voting at the Scheme Meeting as if the Shareholder was voting in person. The votes of the Chairman of the Scheme Meeting shall be counted as the votes of the number of appointing Shareholders.
10. Persons who hold Shares through Relevant Intermediaries, other than CPFIS Members and SRS Investors, and who wish to participate in the Scheme Meeting by: (a) observing and/or listening to the Scheme Meeting proceedings via live audio-visual webcast or live audio-only stream; (b) submitting questions to the Chairman of the Scheme Meeting in advance of and/or live at the Scheme Meeting; and/or (c) appointing the Chairman of the Scheme Meeting as proxy to attend, speak and vote on their behalf at the Scheme Meeting, should contact the Relevant Intermediary through which they hold such Shares as soon as possible in order for the necessary arrangements to be made for their participation in the Scheme Meeting.

CPFIS Members and SRS Investors who wish to appoint the Chairman of the Scheme Meeting as proxy should approach their respective CPF agent banks or SRS approved banks to submit their votes by 5.00 p.m. on 29 July 2021, being 7 working days before the date of the Scheme Meeting.

Due to the constantly evolving COVID-19 situation in Singapore, the Company may be required to change the arrangements for the Scheme Meeting at short notice. Shareholders, CPFIS Members and SRS Investors should check the Company's website at the URL https://investor.capitaland.com/aggm_egm.html for the latest updates on the status of the Scheme Meeting.

Personal data privacy:

By: (a) submitting an instrument appointing the Chairman of the Scheme Meeting as proxy to attend, speak and vote at the Scheme Meeting and/or any adjournment thereof; (b) pre-registering for the Scheme Meeting at the Company's pre-registration website in accordance with this Notice; and/or (c) submitting any question to the Chairman of the Scheme Meeting in advance of the Scheme Meeting in accordance with this Notice, a Shareholder, CPFIS Member or SRS Investor consents to the collection, use and disclosure of the Shareholder's, CPFIS Member's or SRS Investor's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the Scheme Meeting as proxy for the Scheme Meeting (including any adjournment thereof);*
- (ii) where the Shareholder, CPFIS Member or SRS Investor pre-registers for the Scheme Meeting, the processing of the pre-registration for purposes of verifying their status as a Shareholder, CPFIS Member or SRS Investor, and providing them with any technical assistance where necessary;*
- (iii) where the Shareholder, CPFIS Member or SRS Investor submits any question in advance of the Scheme Meeting, the addressing of such substantial and relevant questions received from Shareholders, CPFIS Members and SRS Investors prior to the Scheme Meeting and, if necessary, the following up with the relevant Shareholder, CPFIS Member or SRS Investor in relation to such substantial and relevant questions;*
- (iv) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Scheme Meeting (including any adjournment thereof); and*
- (v) in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.*

Dated this 17th day of July 2021

Allen & Gledhill LLP
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Singapore 018989

Solicitors for
CapitaLand Limited