

CAPITALAND LIMITED
(Registration Number: 198900036N)
(Incorporated in the Republic of Singapore)

**MINUTES OF THE ANNUAL GENERAL MEETING
HELD BY ELECTRONIC MEANS ON MONDAY, 29 JUNE 2020 AT 10.00 A.M.**

PRESENT

Shareholders

Present remotely: As per attendance lists maintained by the Company

IN ATTENDANCE

Board of Directors

Present in person:

Ng Kee Choe	Chairman Chairman of the Executive Resource and Compensation Committee and the Strategy, Investment and Finance Committee, respectively
Lee Chee Koon	Director, Group Chief Executive Officer

Present remotely:

Miguel Ko	Deputy Chairman
Tan Sri Amirsham Bin A Aziz	Director, Chairman of the Risk Committee
Stephen Lee Ching Yen	Director, Chairman of the Nominating Committee
Dr Philip Nalliah Pillai	Director
Kee Teck Koon	Director
Chaly Mah Chee Kheong	Director, Chairman of the Audit Committee
Anthony Lim Weng Kin	Director
Gabriel Lim Meng Liang	Director
Goh Swee Chen	Director

Company Secretaries

Present remotely:

Michelle Koh Chai Ping	Company Secretary
Hon Wei Seng	Company Secretary

Management

Present in person:

Grace Chen	Head, Investor Relations and Capital Markets Compliance
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Present remotely:

Andrew Geoffrey Lim Cho Pin	Group Chief Financial Officer
Jason Leow	President, Singapore & International
Jonathan Yap	President, CapitaLand Financial
Tan Seng Chai	Chief Corporate & People Officer
Mano Khatani	Senior Executive Director
Kevin Goh	CEO, Lodging & CEO, Ascott

Representatives of KPMG LLP	Lee Sze Yeng Ling Su Min
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1. INTRODUCTION

- 1.1 Chairman welcomed all who were attending the Company's AGM which was being held by electronic means. The Notice of AGM was taken as read. A quorum was physically present.
- 1.2 Voting for all the resolutions tabled at the AGM would be by the Chairman of the meeting (voting as proxy). The proxies submitted to the Company at least 72 hours before the meeting had been reviewed and the number of votes in respect of each resolution had been counted and verified by the scrutineers, Drewcorp Services Pte Ltd.. Chairman would be voting on shareholders' behalf in accordance with their specified voting instructions on each resolution.

2. AGENDA ITEMS

- 2.1 Chairman proceeded to announce the voting results in relation to the resolutions tabled for shareholders' approval at the AGM.
- 2.2 Agenda items 1 to 10 were proposed as ordinary resolutions except for agenda item 11 which was proposed as a special resolution.
- 2.3 Each of all the resolutions were passed, and the details of the resolutions and their results are attached as Appendix 1.
- 2.4 The questions relating to the resolutions submitted by shareholders in advance of the AGM and the responses are summarised and attached as Appendix 2.

3. PRESENTATION BY GCEO

- 3.1 Mr Lee Chee Koon, Group Chief Executive Officer, delivered his presentation. A copy of his presentation slides is attached as Appendix 3.

4. CLOSURE

There being no other business, Chairman thanked all who attended the AGM and declared the meeting closed. The meeting ended at 10.35 am.

Confirmed By
Ng Kee Choe
Chairman of the Meeting



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ANNOUNCEMENT

**RESULTS OF THE ANNUAL GENERAL MEETING
 HELD ON 29 JUNE 2020**

CapitaLand Limited (“**CapitaLand**”) wishes to announce that at its Annual General Meeting (“**AGM**”) held on 29 June 2020, by poll vote, all resolutions pertaining to the items of ordinary and special businesses set out in the Notice of AGM dated 5 June 2020, were duly passed.

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

(a) Breakdown of all valid votes cast at the AGM

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of shares	As a percentage of total number of votes for and against the resolution (%) ¹	Number of shares	As a percentage of total number of votes for and against the resolution (%) ¹
Ordinary Business					
<u>Ordinary Resolution 1</u> Adoption of the Directors’ Statement, Audited Financial Statements and the Auditors’ Report for the year ended 31 December 2019	3,837,311,415	3,830,290,940	99.82	7,020,475	0.18
<u>Ordinary Resolution 2</u> Declaration of a First and Final Dividend of S\$0.12 per share	3,838,677,999	3,838,556,224	100.00	121,775	0.00
<u>Ordinary Resolution 3</u> Approval of Directors’ Remuneration of S\$2,357,957	3,837,989,454	3,821,336,354	99.57	16,653,100	0.43

¹ The percentages are rounded up to the nearest 0.01%.

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of shares	As a percentage of total number of votes for and against the resolution (%) ¹	Number of shares	As a percentage of total number of votes for and against the resolution (%) ¹
<u>Ordinary Resolution 4(a)</u> Re-election of Mr Chaly Mah Chee Kheong as Director	3,838,662,203	3,834,563,259	99.89	4,098,944	0.11
<u>Ordinary Resolution 4(b)</u> Re-election of Tan Sri Amirsham Bin A Aziz as Director	3,838,533,906	3,835,025,606	99.91	3,508,300	0.09
<u>Ordinary Resolution 4(c)</u> Re-election of Mr Kee Teck Koon as Director	3,838,597,906	3,836,246,809	99.94	2,351,097	0.06
<u>Ordinary Resolution 4(d)</u> Re-election of Mr Gabriel Lim Meng Liang as Director	3,838,662,203	3,830,707,103	99.79	7,955,100	0.21
<u>Ordinary Resolution 5</u> Re-election of Mr Miguel Ko as Director	3,838,662,203	3,802,644,326	99.06	36,017,877	0.94
<u>Ordinary Resolution 6</u> Re-appointment of KPMG LLP as Auditors and authority for the Directors to fix the Auditors' remuneration	3,835,454,283	3,815,305,853	99.47	20,148,430	0.53
Special Business					
<u>Ordinary Resolution 7</u> Authority for Directors to issue shares and to make or grant instruments convertible into shares pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore	3,838,694,983	3,789,104,119	98.71	49,590,864	1.29

¹ The percentages are rounded up to the nearest 0.01%.

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of shares	As a percentage of total number of votes for and against the resolution (%) ¹	Number of shares	As a percentage of total number of votes for and against the resolution (%) ¹
<u>Ordinary Resolution 8</u> Authority for Directors to grant awards, and to allot and issue shares, pursuant to the CapitaLand Performance Share Plan 2020 and the CapitaLand Restricted Share Plan 2020	3,838,694,983	3,696,634,885	96.30	142,060,098	3.70
<u>Ordinary Resolution 9</u> Renewal of Share Purchase Mandate	3,837,507,561	3,834,086,286	99.91	3,421,275	0.09
<u>Ordinary Resolution 10</u> Authority for Directors to allot and issue shares pursuant to the CapitaLand Scrip Dividend Scheme	3,838,694,983	3,838,564,208	100.00	130,775	0.00
<u>Special Resolution 11</u> Alterations to the Constitution	3,838,694,983	3,838,573,208	100.00	121,775	0.00

(b) Details of parties who are required to abstain from voting on any resolution(s)

- (i) No parties were required to abstain from voting on any resolutions.
- (ii) For good corporate governance practices:
- (I) all Non-Executive Directors of CapitaLand, who are also shareholders, had voluntarily abstained from voting their respective holdings of shares on Ordinary Resolution 3 in respect of the payment of Directors' remuneration by CapitaLand to the Non-Executive Directors for the year ended 31 December 2019;
 - (II) Mr Chaly Mah Chee Kheong, who is also a shareholder, had voluntarily abstained from voting his holdings of shares on Ordinary Resolution 4(a) in respect of his own re-election as Director of CapitaLand;
 - (III) Tan Sri Amirsham Bin A Aziz, who is also a shareholder, had voluntarily abstained from voting his holdings of shares on Ordinary Resolution 4(b) in respect of his own re-election as Director of CapitaLand; and

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(IV) Mr Kee Teck Koon, who is also a shareholder, had voluntarily abstained from voting his holdings of shares on Ordinary Resolution 4(c) in respect of his own re-election as Director of CapitaLand.

In relation to Ordinary Resolution 4(d) (re-election of Mr Gabriel Lim Meng Liang as Director of CapitaLand) and Ordinary Resolution 5 (re-election of Mr Miguel Ko as Director of CapitaLand), Mr Gabriel Lim and Mr Miguel Ko, respectively, were not shareholders.

(c) Appointed scrutineer

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

By Order of the Board

Michelle Koh
Company Secretary
29 June 2020

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