



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

**ANNOUNCEMENT**

**RESULTS OF THE ANNUAL GENERAL MEETING  
 HELD ON 12 APRIL 2019**

CapitaLand Limited (“**CapitaLand**”) wishes to announce that at its Annual General Meeting (“**AGM**”) held on 12 April 2019, all resolutions pertaining to the items of ordinary and special businesses set out in the Notice of AGM dated 18 March 2019, were put to the AGM, and 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 (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
<b>Ordinary Business</b>					
<u>Ordinary Resolution 1</u> Adoption of the Directors’ Statement, Audited Financial Statements and the Auditors’ Report for the year ended 31 December 2018	2,850,172,170	2,848,103,152	99.93	2,069,018	0.07
<u>Ordinary Resolution 2</u> Declaration of a First and Final Dividend of S\$0.12 per share	2,850,570,618	2,848,613,141	99.93	1,957,477	0.07
<u>Ordinary Resolution 3</u> Approval of Directors’ Fees of S\$2,433,642	2,847,399,923	2,842,431,608	99.83	4,968,315	0.17

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 (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
<u>Ordinary Resolution 4(a)</u> Re-election of Mr Ng Kee Choe as Director	2,845,824,793	2,831,849,804	99.51	13,974,989	0.49
<u>Ordinary Resolution 4(b)</u> Re-election of Mr Stephen Lee Ching Yen as Director	2,845,511,371	2,831,248,282	99.50	14,263,089	0.50
<u>Ordinary Resolution 4(c)</u> Re-election of Dr Philip Nalliah Pillai as Director	2,845,413,352	2,831,973,881	99.53	13,439,471	0.47
<u>Ordinary Resolution 5</u> Re-election of Mr Lee Chee Koon as Director	2,844,202,019	2,824,273,687	99.30	19,928,332	0.70
<u>Ordinary Resolution 6</u> Re-appointment of KPMG LLP as Auditors and authority for the Directors to fix the Auditors' remuneration	2,843,930,564	2,838,143,725	99.80	5,786,839	0.20
<b>Special Business</b>					
<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	2,845,620,407	2,707,788,501	95.16	137,831,906	4.84

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		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
<u>Ordinary Resolution 8</u> Authority for Directors to grant awards, and to allot and issue shares, pursuant to the CapitaLand Performance Share Plan 2010 and the CapitaLand Restricted Share Plan 2010	2,844,018,729	2,709,677,778	95.28	134,340,951	4.72
<u>Ordinary Resolution 9</u> Renewal of Share Purchase Mandate	2,845,157,974	2,838,472,587	99.77	6,685,387	0.23
<u>Ordinary Resolution 10</u> Adoption of the CapitaLand Performance Share Plan 2020	2,831,461,116	2,695,499,479	95.20	135,961,637	4.80
<u>Ordinary Resolution 11</u> Adoption of the CapitaLand Restricted Share Plan 2020	2,828,629,583	2,692,138,761	95.17	136,490,822	4.83

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

- (i) Mr Lee Chee Koon, President & Group Chief Executive Officer and Executive Non-Independent Director of CapitaLand, who is eligible to participate in the CapitaLand Performance Share Plan 2020 (“**PSP 2020**”) and the CapitaLand Restricted Share Plan 2020 (“**RSP 2020**”), and who is also a shareholder holding 714,371 ordinary shares in CapitaLand, abstained from voting his holdings of shares on Ordinary Resolution 10 and Ordinary Resolution 11, respectively.
- (ii) All Non-Executive Directors of CapitaLand who are eligible to participate in the RSP 2020, and who are also shareholders holding an aggregate of 814,308 ordinary shares in CapitaLand, abstained from voting their respective holdings of shares on Ordinary Resolution 11.

- (iii) Employees who are eligible to participate in the PSP 2020 and the RSP 2020, and who are also shareholders holding an aggregate of 15,128,795 ordinary shares in CapitaLand, abstained from voting such holdings of shares on Ordinary Resolution 10 and Ordinary Resolution 11, respectively.
- (iv) Employees who are eligible to participate in the RSP 2020, and who are also shareholders of CapitaLand, were required to abstain from voting on Ordinary Resolution 11.

Aside from the above, to demonstrate 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' fees by CapitaLand to the Non-Executive Directors for the year ended 31 December 2018;
- (II) Mr Ng Kee Choe, 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) Mr Stephen Lee Ching Yen, 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;
- (IV) Dr Philip Nalliah Pillai, 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; and
- (V) Mr Lee Chee Koon, who is also a shareholder, had voluntarily abstained from voting his holdings of shares on Ordinary Resolution 5 in respect of his own re-election as Director of CapitaLand.

**(c) Appointed scrutineer**

Voting on all resolutions at the AGM was conducted by electronic poll. DrewCorp Services Pte Ltd was appointed as the scrutineer at the AGM for the purpose of the electronic poll.

Ms Euleen Goh Yiu Kiang retired at the conclusion of the AGM. The Board of Directors and Management of CapitaLand wish to thank Ms Goh for her invaluable contributions during her tenure as Non-Executive Independent Director of CapitaLand.

By Order of the Board

Michelle Koh  
Company Secretary  
12 April 2019