

# SCHEME MEETING PROXY FORM

## CAPITALAND LIMITED

Company Registration No. 198900036N  
(Incorporated in the Republic of Singapore)

## SCHEME MEETING PROXY FORM ("PROXY FORM B")

### IMPORTANT

1. All capitalised terms used in this Scheme Meeting Proxy Form which are not otherwise defined herein shall bear the same meanings ascribed to them in the scheme document to shareholders of the Company dated 17 July 2021 (the "**Scheme Document**").
2. The Scheme Meeting is being convened, and will be held, by way of electronic means. The Scheme Meeting to be held on 10 August 2021 will start 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). This Scheme Meeting Proxy Form 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](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 Scheme Meeting Proxy Form will be sent by post to Shareholders.
3. 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 in the Notice of Scheme Meeting.
4. **As a precautionary measure due to the COVID-19 situation in Singapore, Shareholders and persons who hold Shares through Relevant Intermediaries (as defined in the Scheme Document) will not be able to attend the Scheme Meeting in person. 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.**
5. This Scheme Meeting Proxy Form is not valid for use by persons who hold Shares through Relevant Intermediaries and shall be ineffective for all intents and purposes if used or purported to be used by them. 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.
6. By submitting an instrument of proxy appointing the Chairman of the Scheme Meeting as proxy, the Shareholder accepts and agrees to the personal data privacy terms set out in the Notice of Scheme Meeting.
7. **Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of the Chairman of the Scheme Meeting as a Shareholder's proxy to attend, speak and vote on his/her/its behalf at the Scheme Meeting.**

I/We, \_\_\_\_\_ (Name) \_\_\_\_\_ (NRIC/Passport/Co. Regn. No.)  
of \_\_\_\_\_ (Address)

being a member / members of CAPITALAND LIMITED (the "**Company**"), hereby appoint the Chairman of the Scheme Meeting as my / our proxy to attend, speak and vote for me / us on my / our behalf at the Scheme Meeting to be convened and held by way of electronic means on 10 August 2021 at 2.15 p.m. (Singapore time) (or in the event that the EGM concludes after 2.15 p.m., as soon as possible thereafter following the conclusion of the EGM) and at any adjournment thereof.

I/We direct the Chairman of the Scheme Meeting as my/our proxy to vote for or against, or to abstain from voting on, the Resolution to be proposed at the Scheme Meeting as indicated hereunder:

	For	Against	Abstain
<b>RESOLUTION: TO APPROVE THE SCHEME OF ARRANGEMENT</b>			

Voting will be conducted by poll.

#### **A Shareholder who is not a Relevant Intermediary**

If you are a Shareholder (other than a Relevant Intermediary), you may only cast all the votes you use at the Scheme Meeting in one way:

- (i) if you wish to appoint the Chairman of the Scheme Meeting as your proxy to cast all your votes "**For**" or "**Against**" the resolution, please indicate with a tick "✓" in the "**For**" or "**Against**" box provided in respect of the resolution; or
- (ii) if you wish to appoint the Chairman of the Scheme Meeting to abstain from voting on the resolution, please indicate with a tick "✓" in the "**Abstain**" box provided in respect of the resolution.

#### **DO NOT TICK MORE THAN ONE BOX.**

#### **A Shareholder who is a Relevant Intermediary**

If you are a Relevant Intermediary, please indicate (i) the number of votes "**For**" or "**Against**" the Chairman of the Scheme Meeting as your proxy is directed to cast in the "**For**" or "**Against**" box provided in respect of the resolution and (ii) the number of Shares the Chairman of the Scheme Meeting as your proxy is directed to abstain from voting in the "**Abstain**" box provided in respect of the resolution.

**In the absence of specific directions in respect of the resolution, the appointment of the Chairman of the Scheme Meeting as your proxy for the resolution will be treated as invalid.**

**Total Number of Shares Held**

Signature or Common Seal of Member(s)

Date

**IMPORTANT: PLEASE READ NOTES OVERLEAF**

Glue all sides firmly. Stapling and spot sealing are disallowed.

Glue all sides firmly. Stapling and spot sealing are disallowed.



Postage will be paid by addressee.  
For posting in Singapore only.

**BUSINESS REPLY SERVICE  
PERMIT NO. 09579**



**CAPITALAND LIMITED**  
c/o Boardroom Corporate & Advisory Services Pte. Ltd.  
50 Raffles Place  
#32-01 Singapore Land Tower  
Singapore 048623

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Notes:

1. **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.** 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. This Scheme Meeting Proxy Form may be accessed at the Company's website at the URL [https://investor.capitaland.com/agm\\_egm.html](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>. Where a Shareholder appoints the Chairman of the Scheme Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting or abstention from voting, in respect of the resolution in the form of proxy, failing which the appointment of the Chairman of the Scheme Meeting as proxy for that resolution will be treated as invalid.
2. This Scheme Meeting Proxy Form is not valid for use by persons who hold Shares through Relevant Intermediaries and shall be ineffective for all intents and purposes if used or purported to be used by them. CPFIS Members or 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. Persons who hold Shares through Relevant Intermediaries, other than CPFIS Members and SRS Investors, who wish to appoint the Chairman of the Scheme Meeting as proxy should contact the Relevant Intermediary through which they hold such Shares as soon as possible in order for the necessary arrangements to be made.
3. The Chairman of the Scheme Meeting, as proxy, need not be a member.
4. If a Shareholder has Shares entered against his/her/its name in the Depository Register, he/she/it should insert that number of Shares. If the Shareholder has Shares registered in his/her/its name in the Register of Members (maintained by or on behalf of the Company), he/she/it should insert that number of Shares. If the Shareholder has Shares entered against his/her/its name in the Depository Register and Shares registered in his/her/its name in the Register of Members, he/she/it should insert the aggregate number of Shares. If no number is inserted, this Scheme Meeting Proxy Form appointing the Chairman of the Scheme Meeting as proxy will be deemed to relate to all the Shares held by the Shareholder.
5. 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 individuals' only) be submitted via the Company's pre-registration website at the URL [https://investor.capitaland.com/agm\\_egm.html](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 [CapitaLand2021@boardroomlimited.com](mailto:CapitaLand2021@boardroomlimited.com); or
  - (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 holding the Scheme Meeting.
6. 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.

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7. Where the instrument appointing the Chairman of the Scheme Meeting as proxy is submitted by post or electronically via email, it must be under the hand of the appointor or of his attorney duly authorised in writing or, if submitted electronically via the pre-registration website at the URL [https://investor.capitaland.com/agm\\_egm.html](https://investor.capitaland.com/agm_egm.html), be authorised by the appointor via the online proxy appointment process through the website. Where the instrument appointing the Chairman of the Scheme Meeting as proxy is executed by a corporation, it must, if submitted by post or electronically via email, be executed either under its seal or under the hand of an officer or attorney duly authorised.
8. Where an instrument appointing the Chairman of the Scheme Meeting as proxy is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company), if the instrument appointing the Chairman of the Scheme Meeting as proxy is submitted by post, be lodged with the instrument appointing a proxy or, if the instrument appointing the Chairman of the Scheme Meeting as proxy is submitted electronically via email, be emailed with the instrument appointing a proxy, failing which the instrument may be treated as invalid.
9. Any reference to a time of day is made by reference to Singapore time.
10. The Company shall be entitled to reject the instrument appointing the Chairman of the Scheme Meeting as proxy if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the Scheme Meeting as proxy (including any related attachment). In addition, in the case of Shareholders whose Shares are entered against their names in the Depository Register, the Company may reject any instrument appointing the Chairman of the Scheme Meeting as proxy lodged or submitted if such Shareholders are not shown to have Shares entered against their names in the Depository Register 72 hours before the time appointed for holding the Scheme Meeting as certified by The Central Depository (Pte) Limited to the Company.
11. Pursuant to the order of the Court, a Shareholder who is a Relevant Intermediary need not cast all the votes it uses in the same way provided that each vote is exercised in relation to a different Share. For the purposes of satisfying the condition under section 210(3AB)(a) of the Companies Act, the Company shall treat a Relevant Intermediary that casts votes both for and against the Scheme as follows:
  - (a) the Company shall treat the Relevant Intermediary as casting one (1) vote in favour of the Scheme if the Relevant Intermediary casts more votes for the Scheme than against the Scheme;
  - (b) the Company shall treat the Relevant Intermediary as casting one (1) vote against the Scheme if the Relevant Intermediary casts more votes against the Scheme than for the Scheme; and
  - (c) the Company shall treat the Relevant Intermediary as casting one (1) vote for and one (1) vote against the Scheme if the Relevant Intermediary casts equal votes for and against the Scheme.

<sup>1</sup> 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 (please refer to Note 8).