

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting (**AGM**) of the holders of units (**Units**) (**Unitholders**) of CapitaMalls Malaysia Trust (**CMMT**) will be held on Thursday, 2 April 2015 at 10.00 a.m. at Impiana Banquet Hall, Level 2, Impiana KLCC Hotel, 13 Jalan Pinang, 50450 Kuala Lumpur, Malaysia to transact the following businesses:

(A) AS ORDINARY BUSINESS

- To receive the report of AmTrustee Berhad, as trustee of CMMT (the **Trustee**), the statement by CapitaMalls Malaysia REIT Management Sdn. Bhd., as manager of CMMT (the **Manager**), and the Audited Financial Statements of CMMT for the financial year ended 31 December 2014 and the Auditors' Report attached thereon.

(B) AS SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without any modification, the following resolution:

- PROPOSED AUTHORITY TO ALLOT AND ISSUE NEW UNITS PURSUANT TO CLAUSE 14.03 OF SECURITIES COMMISSION MALAYSIA'S GUIDELINES ON REAL ESTATE INVESTMENT TRUSTS (REITS GUIDELINES) (PROPOSED AUTHORITY)** **Ordinary Resolution 1**

"THAT pursuant to the REITs Guidelines, Main Market Listing Requirements of Bursa Malaysia Securities Berhad (**Bursa Securities**) 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 CMMT (**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 CMMT, provided that the number of New Units to be allotted and issued pursuant to this resolution must not exceed 355,795,120 Units, representing 20% of the existing fund size of CMMT;

AND THAT the Proposed Authority 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 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 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 CMMT, to give effect to the aforesaid Proposed Authority 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 CMMT 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 CMMT, 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."

(Please see Explanatory Note 1)

BY ORDER OF THE BOARD
CAPITAMALLS MALAYSIA REIT MANAGEMENT SDN. BHD.
(Company No. 819351-H)
as manager of CapitaMalls Malaysia Trust

Khoo Ming Siang (MAICSA No. 7034037)
Lim Lee Kuan (MAICSA No. 7017753)
Company Secretaries
Kuala Lumpur
24 February 2015

Enclosures :

- Explanatory Notes
- Proxy Form

cc : **AmTrustee Berhad**
Securities Commission Malaysia

Notes:

- Only Unitholders whose names appear in the Record of Depositors on 25 March 2015 are entitled to attend, speak and vote at the AGM.
- A Unitholder may attend the AGM in person or appoint up to two proxies to attend 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).
- On a show of hands, every Unitholder who is present in person or by proxy/proxies has one vote.
- On a poll, every Unitholder who is present in person or by proxy/proxies has one vote for every Unit held by him.
- Where a Unitholder is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint one 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 proxies for each securities account that holds more than 10,000 Units standing to the credit for the said securities account.
- Where the Unitholder or the authorised nominee appoints more than one proxy, the appointment will be invalid unless the instrument appointing the proxies specifies the proportions of holdings to be represented by each proxy.
- Any appointment of a proxy shall be in writing in the Proxy Form attached herewith 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 officer or attorney duly authorised.
- 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 with the Manager at CapitaMalls Malaysia REIT Management Sdn. Bhd., Level 2, Ascott Kuala Lumpur, No. 9, Jalan Pinang, 50450 Kuala Lumpur, Malaysia, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof, by hand or post; in default of this provision, the Proxy Form shall not be treated as valid.

Explanatory Notes:

1. Ordinary Resolution 1 – Proposed Authority

At the conclusion of the forthcoming AGM to be held on 2 April 2015, the authority for the Manager to allot and issue up to 20% of CMMT's then existing fund size approved by Unitholders at CMMT's second AGM on 3 April 2015 will lapse (**Existing Authority**). CMMT has not issued any new Units pursuant to Clause 14.03 of the REIT Guidelines under the Existing Authority.

Ordinary Resolution 1 is a new authority for the Manager to allot and issue up to 355,795,120 Units, representing 20% of the current existing fund size of CMMT during the Validity Period.

The Proposed Authority 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 CMMT and/or to refinance existing debt as well as for working capital purposes, subject to the relevant laws and regulations. With the Proposed Authority, delays and further costs involved in convening separate general meetings to approve such issue of New Units to raise funds can be avoided.

The Manager may, subject to relevant laws and regulations, use the net proceeds from the issuance of New Units under the Proposed Authority at its absolute discretion for other purposes.

Any allotment and issuance of New Units pursuant to the Proposed Authority will be subject to the relevant approvals of Securities Commission Malaysia and Bursa Securities.