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If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, solicitor, accountant, bank manager or other professional advisers immediately.

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CAPITALAND MALAYSIA MALL TRUST

(Established in Malaysia under the deed dated 7 June 2010 (as amended and restated by a deed dated 5 October 2018) entered into between CapitaLand Malaysia Mall REIT Management Sdn. Bhd. and MTrustee Berhad)

CIRCULAR TO UNITHOLDERS IN RELATION TO THE PROPOSED DISTRIBUTION REINVESTMENT PLAN WHICH WILL PROVIDE UNITHOLDERS OF CAPITALAND MALAYSIA MALL TRUST ("CMMT") WITH AN OPTION TO ELECT TO REINVEST THEIR CASH DISTRIBUTION IN NEW UNITS OF CMMT

Principal Adviser



CIMB Investment Bank Berhad
(Company No. 197401001266 (18417-M))

The ordinary resolution in respect of the above proposal will be tabled at the Eighth (8th) deferred Annual General Meeting ("**AGM**") of CMMT, which will be held on a **fully virtual basis** at the office of the Manager at Unit No. 1-27, Level 27, Capital Tower, No. 10, Persiaran KLCC, 50088 Kuala Lumpur, Malaysia ("**Broadcast Venue**") on Friday, 19 June 2020 at 10:00 a.m.

The Deferred and Amended Notice of AGM together with the Proxy Form are available at the website of CMMT at www.cmmt.com.my. The Proxy Form must be deposited at the office of Tricor Investor & Issuing House Services Sdn Bhd ("**Tricor**") at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, not less than 24 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.

The Broadcast Venue is strictly for the purpose of complying with the Securities Commission Guidance and FAQs on the Conduct of General Meetings for Listed Issuers which requires the Chairperson of the meeting to be present at the main venue of the meeting. Unitholders **WILL NOT BE ALLOWED** to attend the deferred AGM in person at the Broadcast Venue on the day of the meeting. Unitholders are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "**participate**") remotely at the deferred AGM via the Remote Participation and Voting facilities ("**RPV**") provided by Tricor via its TIIH Online website at <https://tiah.online>. Please follow the Procedures for RPV in the Administrative Details.

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:

| | |
|-------------------------------|--|
| AGM | : Annual General Meeting |
| Board | : The Board of Directors of the Manager |
| Books Closure Date | : The date to be determined and announced later by the Board, on which Unitholders' names must appear in the record of depositors of CMMT in order to be eligible to participate in the Proposed DRP applicable to a future cash distribution to which the Reinvestment Option applies |
| Bursa Securities | : Bursa Malaysia Securities Berhad |
| CDS | : Central Depository System |
| CIMB or Principal Adviser | : CIMB Investment Bank Berhad |
| Circular | : This circular to the Unitholders in relation to the Proposed DRP dated 29 May 2020 |
| CMMT | : CapitaLand Malaysia Mall Trust |
| CMSA | : Capital Markets and Services Act 2007, and includes any amendments from time to time |
| Deed | : The deed dated 7 June 2010 (as amended and restated by a deed dated 5 October 2018) entered into between the Manager and the Trustee, as amended, varied or supplemented from time to time |
| Director(s) | : Director(s) of the Manager |
| Electable Portion | : The whole or a portion of a future distribution that may be declared by the Board, in which the Board in its sole and absolute discretion, determines whether the Reinvestment Option applies |
| Expiry Date | : The last date (i.e. a date to be fixed and announced which shall be at least 14 days (or such other period as may be prescribed by the Listing Requirements) from the dispatch of the Notice of Election) by which an election to be made by the Unitholder in relation to the Electable Portion must be received by the appointed share registrar or such address as may be determined by the Manager from time to time |
| Foreign Addressed Unitholders | : Unitholders with addresses outside Malaysia |
| FYE | : Financial year ended |
| Issue Price | : The issue price of the new Units to be issued pursuant to the Proposed DRP that shall be determined in accordance with the provisions as set out in Section 2.4 of this Circular |
| Listing Requirements | : Main Market Listing Requirements of Bursa Securities |

DEFINITIONS (Cont'd)

| | |
|-----------------------|--|
| LPD | : 4 May 2020, being the latest practicable date prior to the printing of this Circular |
| Major Unitholder | : Means a person who has an interest or interests in one or more units in a unit trust scheme and the number or aggregate number of those units is: (a) 10% or more of the total number of the units in the unit trust scheme; or (b) 5% or more of the total number of the units in the units trust scheme where such person is the largest unit holder of the unit trust scheme. For the purpose of this definition, "interest in units" has the meaning given in section 4 of the CMSA |
| Manager | : CapitaLand Malaysia Mall REIT Management Sdn Bhd, being the Manager of CMMT |
| Market Day(s) | : Any day(s) between Monday to Friday (inclusive), excluding public holidays, and a day on which Bursa Securities is open for trading of securities |
| NAV | : Net assets value |
| Non-Electable Portion | : The portion of a future distribution that may be declared by the Board to which the Reinvestment Option does not apply |
| Notice of Election | : Notice of election in relation to the Proposed DRP by which the Unitholders confirm their exercise of the Reinvestment Option |
| Price-Fixing Date | : The date to be determined by the Board and announced to which the Issue Price will be determined |
| Proposed DRP | : The proposed distribution reinvestment plan of CMMT which will provide Unitholders with an option to elect to reinvest in whole or in part, their cash distribution in new Units, in accordance with the terms set out in Appendix I of this Circular |
| Reinvestment Option | : The option given to Unitholders pursuant to the Proposed DRP to reinvest in whole or in part their cash distribution in new Units |
| Rules | : Rules on Take-overs, Mergers and Compulsory Acquisitions issued by the Securities Commission Malaysia, and includes any amendments made thereto from time to time, read together with the Malaysian Code on Take-overs and Mergers issued by the Securities Commission Malaysia, and includes any amendments made thereto from time to time |
| Tricor | : Tricor Investor & Issuing House Services Sdn Bhd |
| Trustee | : MTrustee Berhad, being the trustee of CMMT |
| Unit(s) | : An undivided interest(s) in CMMT |
| Unitholder(s) | : Unitholder(s) of CMMT |
| VWAMP | : Volume weighted average market price |

DEFINITIONS (Cont'd)

CURRENCIES

RM and sen : Ringgit Malaysia and sen, respectively

Words incorporating the singular shall, where applicable, include the plural and vice versa. Words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Any reference to persons shall include corporations, unless otherwise specified.

All references to “you” in this Circular are to the Unitholders.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day in this Circular shall be reference to Malaysian time, unless otherwise specified.

Any discrepancies in the amounts and percentage figures included herein have been subjected to rounding adjustments.

Any reference to a time or day in this Circular shall be a reference to Malaysian time, unless otherwise stated.

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EXECUTIVE SUMMARY

This Executive Summary provides a brief summary of the salient information relating to the Proposed DRP.

You are advised to carefully consider the entirety of this Circular before voting on the ordinary resolution in relation to the establishment of the Proposed DRP at the upcoming 8th deferred AGM.

SUMMARY OF THE PROPOSED DRP

Overview : The Proposed DRP will provide the Unitholders with an option to elect to reinvest in whole or in part, their future cash distribution in new Units instead of receiving them in cash.

The Board shall determine whether to offer Unitholders the Reinvestment Option and if applied, the size of the Electable Portion and is not obliged to undertake the Proposed DRP for every distribution declared.

Please refer to **Section 2.1** of this Circular for further details.

Election to reinvest cash distribution(s) in new Units : Unitholders shall have the following options under the Proposed DRP:

- (i) to elect to participate in the Reinvestment Option by reinvesting the entire Electable Portion in new Units at an Issue Price to be determined on the Price-Fixing Date;
- (ii) to elect to participate in the Reinvestment Option by reinvesting part of the Electable Portion in new Units at the Issue Price to be determined on the Price-Fixing Date and to receive the balance of the Electable Portion and Non-Electable Portion in cash; or
- (iii) to elect not to participate in the Reinvestment Option and thereby receive the entire distribution (both Electable Portion and Non-Electable Portion) in cash.

Please refer to **Section 2.2** of this Circular for further details.

Taxation : For income tax purposes, where the Unitholders elect to reinvest their income distribution in new Units, the Unitholder will be deemed to have received the distribution and reinvested it with CMMT.

The election for the Reinvestment Option does not relieve the Unitholder from any income tax obligations (if applicable) and there is no tax advantage to be gained by Unitholders when exercising any of the options.

Please refer to **Section 2.3** of this Circular for further details.

Pricing of the new Units : The Issue Price shall not be more than 10% discount to the VWAMP of the Units for the 5 Market Days immediately preceding the Price-Fixing Date. The 5-Market Day VWAMP shall be adjusted ex-distribution(s) before applying the aforementioned discount.

Please refer to **Section 2.4** of this Circular for further details.

Utilisation of proceeds : The cash retained arising from the exercise of the Proposed DRP will be utilised for the future working capital and capital expenditure requirements of CMMT's existing portfolio of properties.

Please refer to **Section 2.9** of this Circular for further details.

EXECUTIVE SUMMARY (Cont'd)

Rationale and Justification of the Proposed DRP

- : (i) CMMT will benefit from the cash preserved for its future working capital and capital expenditure purposes, which would otherwise be wholly payable through its cash distribution.
- (ii) Notwithstanding the exercise of the Reinvestment Option, CMMT is regarded as having to have distributed the total distribution(s) declared, hence being able to continue to enjoy the tax incentives available to REITs.
- (iii) Any reinvestment of distributions is expected to enlarge CMMT's unit base and strengthen its capital position, including liquidity.
- (iv) The Proposed DRP provides an opportunity to all Unitholders to:
- (a) invest in new Units at a discount to the market price; and
 - (b) provide greater flexibility in meeting their investment objectives.

Please refer to **Section 4** of this Circular for further details.



CAPITALAND MALAYSIA MALL TRUST
(Established in Malaysia under the Deed)

Registered Office of the Manager:
Unit No. 1-27, Level 27, Capital Tower
No. 10, Persiaran KLCC
50088 Kuala Lumpur
Malaysia

29 May 2020

Board of the Manager:

Mr David Wong Chin Huat (*Chairman and Non-Executive Independent Director*)
Ms Low Peck Chen (*Executive Non-Independent Director*)
Tuan Haji Rosli bin Abdullah (*Non-Executive Independent Director*)
Mr Ng Chih Kaye (*Non-Executive Independent Director*)
Dato' Mohammed bin Haji Che Hussein (*Non-Executive Independent Director*)
Mr Tan Boon Peng (*Non-Executive Independent Director*)
Mr Ronald Tay Boon Hwee (*Non-Executive Non-Independent Director*)
Mr Lim Cho Pin Andrew Geoffrey (*Non-Executive Non-Independent Director*)

To: The Unitholders

Dear Sir / Madam,

THE PROPOSED DRP

1. INTRODUCTION

On 12 May 2020, CIMB had, on behalf of the Board, announced that our Manager proposed for CMMT to undertake the Proposed DRP.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH DETAILS ON THE PROPOSED DRP AND TO SEEK YOUR APPROVAL ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED DRP AND THE ISSUANCE OF NEW UNITS RELATING TO THE PROPOSED DRP TO BE TABLED AT THE FORTHCOMING DEFERRED AGM OF CMMT. THE DEFERRED AND AMENDED NOTICE OF THE FORTHCOMING AGM OF CMMT AND THE PROXY FORM IS MADE AVAILABLE TOGETHER WITH THIS CIRCULAR.

YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDICES CONTAINED HEREIN BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED DRP AND THE ISSUANCE OF NEW UNITS RELATING TO THE PROPOSED DRP TO BE TABLED AT THE FORTHCOMING DEFERRED AGM OF CMMT.

2. DETAILS OF THE PROPOSED DRP

2.1 Overview

The Proposed DRP will provide the Unitholders with an option to elect to reinvest in whole or in part, their cash distribution, which includes any interim, final, special or other types of cash distribution, in new Units instead of receiving them in cash.

In relation to any future distribution declared, the Board may, at its sole and absolute discretion, determine whether to offer Unitholders the Reinvestment Option and if the Reinvestment Option is applied, the size of the Electable Portion. Unitholders should note that the Board is not obliged to undertake the Proposed DRP for every distribution declared.

In this respect, the Electable Portion may encompass the whole distribution declared or only a portion of the distribution. In the event the Electable Portion is not applicable for the whole distribution, the Non-Electable Portion will be paid in cash.

Unless the Board has determined that the Reinvestment Option will apply to a particular distribution (whether in whole or in part), all distributions as may be declared by the Board will be paid wholly in cash to the Unitholders in the usual manner. An immediate announcement will be made if the Board has determined that the Reinvestment Option will apply to a particular distribution (whether in whole or in part).

2.2 Election to reinvest cash distribution(s) in new Units

Unitholders shall have the following options in respect of a Reinvestment Option under the Proposed DRP:

- (i) to elect to participate in the Reinvestment Option by reinvesting the entire Electable Portion in new Units at an Issue Price to be determined on the Price-Fixing Date;
- (ii) to elect to participate in the Reinvestment Option by reinvesting part of the Electable Portion in new Units at the Issue Price to be determined on the Price-Fixing Date and to receive the balance of the Electable Portion and Non-Electable Portion in cash; or
- (iii) to elect not to participate in the Reinvestment Option and thereby receive the entire distribution (both Electable Portion and Non-Electable Portion) in cash.

The election to reinvest cash distribution in new Units can be made via a Notice of Election which will be dispatched to Unitholders, after the Books Closure Date.

Instructions will be provided in the Notice of Election in respect of the action to be taken by Unitholders should they wish to exercise the Reinvestment Option. The Notice of Election will also state, amongst others, the Expiry Date, which shall be at least 14 days from the dispatch of the Notice of Election.

For further information on the administration of the Proposed DRP, please refer to **Section 2.11** and **Appendix I** of this Circular.

Unitholders will receive the entire distribution in cash if they do not expressly elect in writing to exercise the Reinvestment Option in accordance with the instructions set out in the Notice of Election. As such, Unitholders who wish to receive their distribution wholly in cash need not take any action with regards to the Notice of Election.

Unitholders who wish to receive the entire or part of the Electable Portion in new Units must complete and return the Notice of Election before the Expiry Date.

The percentage unitholding of a Unitholder in CMMT may be diluted should he/she decides not to exercise his/her Reinvestment Option. However, the extent of the dilution will depend on the number of new Units issued by CMMT pursuant to the exercise level of the Reinvestment Option by the other Unitholders, which cannot be ascertained at this juncture.

2.3 Taxation

For income tax purposes, where the Unitholders elect to reinvest their income distribution in new Units, the Unitholder will be deemed to have received the distribution and reinvested it with CMMT. For the avoidance of doubt, all gross distribution with respect to the Electable Portion and Non-Electable Portion will be subject to the usual withholding tax. The net distribution (net of withholding tax) will either be paid in cash and/or reinvested in new Units at its equivalent amount (as the case may be).

Hence, the election for the Reinvestment Option does not relieve the Unitholder from any income tax obligations (if applicable) and there is no tax advantage to be gained by Unitholders when exercising any of the options mentioned in **Section 2.2** of this Circular.

2.4 Pricing of the new Units

The Issue Price which will be determined by the Board on the Price-Fixing Date relating to a relevant distribution. The Issue Price shall not be more than 10% discount to the VWAMP of the Units for the 5 Market Days immediately preceding the Price-Fixing Date. For avoidance of doubt, the 5-Market Day VWAMP shall be adjusted ex-distribution(s) before applying the aforementioned discount. An illustration of the indicative Issue Price of the new Units for the Proposed DRP is set out in **Section 2.12** of this Circular.

The new Units will be issued free of any brokerage fees and other related transaction costs to Unitholders (unless otherwise provided by any statute, law or regulation). However, the participating Unitholders are required to pay RM10.00 for stamp duty in respect of the Notice of Election.

2.5 Ranking and listing of the new Units

Any new Units to be issued pursuant to the Proposed DRP will rank equally in all respects with the existing Units in issue, save and except that the holders of 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 the new Units.

Approval will be sought from Bursa Securities for the listing of and quotation for the new Units on the Main Market of Bursa Securities pursuant to each distribution to which the Reinvestment Option is made available by the Board. The new Units will be listed on the Main Market of Bursa Securities.

2.6 Eligibility

All Unitholders of CMMT are eligible to participate in the Proposed DRP provided that such participation will not result in a breach of any restrictions applicable to such Unitholder's holdings in CMMT which may be imposed by any contractual obligations, or by any statute, law or regulation in force in Malaysia or any other relevant jurisdiction, as the case may be (unless the requisite approvals under the relevant statute, law or regulation or from the relevant authorities are first obtained or the relevant contractual obligation is otherwise waived in accordance with the terms and conditions of the relevant contracts).

Unitholders without a valid and subsisting CDS account should take note of the following:

As the new Units to be issued pursuant to the Proposed DRP are prescribed securities, the new Units will be credited directly into the respective CDS accounts of the Unitholders who have elected to reinvest their Electable Portion. No physical certificates will be issued. In this regard, it is important for Unitholders to have a valid and subsisting CDS account in order to receive their entitled new Units should they wish to participate in the Proposed DRP.

Foreign Addressed Unitholders should take note of the following:

The Proposed DRP will only be offered for subscription in Malaysia. No action has been and will be taken to ensure that the Proposed DRP complies with the laws of any countries or jurisdictions other than the laws of Malaysia. Accordingly, the documents relating to the Proposed DRP including the Notice of Election will not be sent to Foreign Addressed Unitholders to avoid any violation on the part of CMMT, the Manager or the Trustee of any securities laws applicable outside Malaysia.

Foreign Addressed Unitholders who receive or come to have in their possession a Notice of Election and/or any other documents relating to the Proposed DRP may not treat the same as being applicable to them (unless where the documents have been collected from the appointed share registrar in the manner specified below). In any event, such Unitholders are advised to inform themselves of, and to observe, any prohibitions and restrictions, and to comply with any applicable laws and regulations relating to the Proposed DRP as may be applicable to them.

Foreign Addressed Unitholders who wish to participate in the Proposed DRP are strongly advised to collect the documents relating to the Proposed DRP from the appointed share registrar identified in the Notice of Election or at such address in Malaysia as may be announced by CMMT from time to time and the appointed share registrar may in such an event be entitled to satisfy itself as to the identity and authority of the person collecting the documents relating to the Proposed DRP.

Alternatively, the Foreign Addressed Unitholders who wish to participate in the Proposed DRP may provide the share registrar their respective address in Malaysia not later than 3 Market Days before the relevant Books Closure Date in respect of any particular distribution to which the Board has determined that the Proposed DRP shall apply.

The Foreign Addressed Unitholders who wish to permanently change their address for service of documents to an address in Malaysia should inform their respective stockbrokers to effect the change of address. Such notification should be done no later than 3 Market Days before the Books Closure Date if they wish to participate in the Proposed DRP.

Foreign Addressed Unitholders will be solely responsible for seeking advice as to the laws of any jurisdiction that they may be subjected to, and participation by Foreign Addressed Unitholders in the Proposed DRP will be on the basis that they may lawfully so participate without CMMT, the Trustee, the Manager, the Board, employees and advisers being in breach of the laws of any jurisdiction.

2.7 Odd lots and fractional units

Unitholders who exercise the Reinvestment Option may be allotted new Units in odd lots depending on his/her entitlement of new Units. Unitholders who receive odd lots of new Units and who wish to trade such odd lots may do so via the odd lots market of Bursa Securities, which allows the trading of odd lots with a minimum of 1 Unit.

A Unitholder who does not wish to receive new Units in odd lots may round down the number of new Units selected such that he/she will receive new Units in multiples of, and not less than 100 new Units. Where a Unitholder's entitlement of new Units is less than 100 Units, the Unitholder can elect to receive his/her entire distribution entitlement in cash in the usual manner or new Units in odd lots.

Fractional new Units will not be allotted. Any amount of a distribution payment that is insufficient for the issuance of 1 whole new Unit will be received in cash by Unitholders in the usual manner together with the Non-Selectable Portion (if any).

2.8 Maximum number of new Units

The maximum number of new Units to be issued under the Proposed DRP will depend on, amongst others, the quantum of the distribution, the Board's decision on the proportion/size of the Selectable Portion, the number of Unitholders who elect to reinvest the Selectable Portion and the extent of their election, the Issue Price, the applicable withholding tax rates of the Unitholders and any necessary downward adjustment by the Board to the final number of new Units to be allotted and issued to any of the Unitholders referred to in **Section 3.2** of this Circular.

The new Units to be issued pursuant to the Proposed DRP will not be underwritten.

2.9 Utilisation of proceeds

The Proposed DRP will potentially result in cash retention for CMMT if Unitholders elect to reinvest their cash distribution in new Units. The amount of cash reinvested into CMMT arising from the Proposed DRP can only be ascertained on or after the relevant Expiry Date. Therefore, the time frame for the utilisation of such cash proceeds can only be determined then.

Nonetheless, the net cash reinvested into CMMT arising from the Proposed DRP (after deducting of any related expenses) will be utilised for future working capital requirements of CMMT's existing portfolio of properties to fund daily operations, general administrative and other operating expenditure as well as capital expenditure for asset enhancement initiatives for its properties. Such cash to be utilised for each component of working capital and capital expenditure are subject to CMMT's operating requirements at the time of utilisation and therefore cannot be determined at this juncture.

The estimated expenses in relation to the establishment of the Proposed DRP amount to approximately RM270,000 comprising of professional fees and fees payable to authorities.

2.10 Modification, suspension and termination of the Proposed DRP

Subject to any statute, law or regulation currently in force in Malaysia, as the case may be, the Proposed DRP may be modified, suspended (in whole or in part) or terminated at any time by the Board as it deems fit or expedient by giving notice in writing to all Unitholders, notwithstanding any other provision or the terms and conditions of the Proposed DRP stating the contrary and irrespective of whether an election to exercise the Reinvestment Option has been made.

2.11 General

The following shall be applicable to any cash distribution to which the Reinvestment Option is applied.

Subject to all the relevant approvals for the Proposed DRP (as detailed in **Section 7** of this Circular) being obtained, the Issue Price shall be announced on or before the announcement of a Books Closure Date. Approval for the listing of and quotation for the new Units on the Main Market of Bursa Securities will be sought from Bursa Securities and the announcement of the Books Closure Date will be made after the receipt of the said approval from Bursa Securities and such approval from other relevant authorities, if any.

Subsequent to the Books Closure Date, a Notice of Election will be dispatched to Unitholders. Should Unitholders wish to exercise the Reinvestment Option, there will be instructions provided in the Notice of Election in respect of the action to be taken by Unitholders. The Expiry Date will also be stated in the Notice of Election and shall be at least 14 days from the dispatch of the Notice of Election.

After the Expiry Date, CMMT shall transfer funds amounting to the total net distribution (after the deduction of any distribution reinvested in new Units and the deduction of withholding tax) payable to Unitholders, from CMMT's account to a designated account opened to facilitate the payment of the said distribution held in trust for Unitholders.

An announcement in respect of the day on which the new Units will be listed and quoted on the Main Market of Bursa Securities will also be made accordingly.

In accordance with Paragraph 6.09 of the Listing Requirements, CMMT will within 8 Market Days from the Expiry Date or such date as may be prescribed by Bursa Securities, allot and issue the new Units and dispatch notices of allotment to Unitholders (who have elected to exercise the Reinvestment Option). The cash payment in respect of the Non-Selectable Portion and any remaining portion of the Selectable Portion not reinvested will be paid to Unitholders in the usual manner.

Further in accordance with Paragraphs 9.19(2)(a)(ii) and 8.26(2) of the Listing Requirements, a distribution must be paid within 1 month from the Books Closure Date and in any event, within 3 months from the date of the declaration of the distribution. Other than the funds to be reinvested by the Unitholders, there will be no new funds to be raised under the Proposed DRP.

The process flow chart in relation to the administration of the Proposed DRP is set out in **Appendix I** of this Circular.

For avoidance of doubt, the specific approval to be obtained from Unitholders for the issuance of new Units arising from the Proposed DRP is in addition to the general mandate, i.e. the Unitholders' approval for the proposed authority to allot and issue new Units pursuant to Paragraph 6.59 of the Listing Requirements for general purpose, where the Units to be issued during the preceding 12 months, shall not exceed 20% of the total number of issued Units for the time being sought at CMMT's annual general meeting on an annual basis.

Amendments to the Deed will not be required under the Proposed DRP as the Deed already provides for the implementation of a distribution reinvestment plan.

2.12 Illustration

For illustrative purposes only, the number of new Units that CMMT could potentially issue pursuant to the Proposed DRP is based on the following parameters/assumptions:

- (i) illustrative distribution of 3.03 sen per Unit based on the final income distribution for the FYE 31 December 2019 for the period from 1 July 2019 to 31 December 2019, which was paid on 28 February 2020 (“**2019 Final Distribution**”);
- (ii) the assumption that the Board determines that the Proposed DRP will apply to the 2019 Final Distribution and that the gross Electable Portion shall apply to the entire 3.03 sen; and
- (iii) all the Unitholders are not subjected to withholding tax and all Unitholders elect to participate in the Proposed DRP and choose to receive the Electable Portion wholly in new Units.

Based on the above, the illustrative maximum number of new Units to be issued pursuant to the Proposed DRP in respect of the illustrative distribution can be estimated as follows:

| | | |
|--|------------------|-----------------|
| Number of issued Units as at LPD | A | 2,055,387,000 |
| Illustrative distribution per Unit (net of withholding tax) | B | 3.03 sen |
| Illustrative value of the Electable Portion (net of withholding tax) | $C = A \times B$ | RM62,278,226.10 |
| Indicative Issue Price ⁽¹⁾ | D | RM0.72 |
| Number of new Units to be issued pursuant to the Proposed DRP ⁽²⁾ | $E = C / D$ | 86,497,536 |

Notes:

- (1) *Calculated based on the 5-Market Day VWAMP of the Units up to and including 8 May 2020, being the last market day preceding the date of the announcement of the Proposed DRP on 12 May 2020 of RM0.8303 each Unit, deducting for the 2019 Final Distribution and thereafter applying the maximum allowable discount of 10%.*
- (2) *The actual number of new Units to be issued pursuant to the Proposed DRP would be dependent upon the actual issue price to be fixed at a later date after obtaining Bursa Securities’ approval for the listing of and quotation for the new Units to be issued pursuant to the Proposed DRP, as well as the approval of the Unitholders for the establishment of the Proposed DRP and issuance of new Units arising from the Proposed DRP.*

3. IMPLICATION OF THE RULES AND OTHER UNITHOLDING LIMITS

3.1 The Rules on Take-Overs

Pursuant to Paragraph 4.01, Part B of the Rules and Sections 217 and 218 of the CMSA, a Unitholder may be under an obligation to extend a mandatory take-over offer for all the remaining Units not already owned by him/her and persons acting in concert with him/her (collectively, the “**Affected Parties**”) if by participating in the Proposed DRP in relation to the reinvestment of the Electable Portion:

- (i) the Affected Parties have obtained control in CMMT via the acquisition or holding of, or entitlement to exercise or control the exercise of voting Units or voting rights of more than 33% in CMMT or such other amount as may be prescribed in the Rules, howsoever effected; or

- (ii) the Affected Parties have acquired more than 2% of the voting Units or voting rights in CMMT in any period of 6 months and the Affected Parties hold more than 33% but not more than 50% of the voting Units or voting rights in CMMT during the said 6 months period.

In the event an obligation to undertake a mandatory take-over offer is expected to arise resulting from a Unitholder's participation in the Proposed DRP, the Affected Parties may wish to consult their professional advisers at the earliest opportunity in relation to:

- (a) any obligation to make a mandatory take-over offer under the Rules as a result of any subscription of new Units through his/her participation in the Proposed DRP; and
- (b) whether or not to make an application to the Securities Commission Malaysia to obtain an exemption from undertaking a mandatory take-over offer pursuant to the Rules prior to exercising his/her Reinvestment Option.

The statements herein do not purport to be a comprehensive or exhaustive description of all the relevant provisions of, or all implications that may arise under the Rules or other relevant legislation or regulations.

3.2 Other Unitholding Limits

All Unitholders are responsible for ensuring that their participation in the Proposed DRP will not result in a breach of any restrictions on their respective holding of Units which may be imposed by any of the Unitholders' contractual obligations, or by statute, law or regulation in force in Malaysia or any other relevant jurisdiction, or by any relevant authorities, as the case may be (unless the requisite approvals under the relevant statute, law or regulation or from the relevant authorities are first obtained or the relevant contractual obligation is otherwise waived in accordance with the terms and conditions of the relevant contracts), or as prescribed in the Deed.

In view of the above, notwithstanding anything to the contrary, should the Board be aware of or be informed in writing of any expected breach of such unitholding limits as a result of the exercise of the Reinvestment Option by such Unitholder, the Board shall be entitled, but not obligated (save and except where required by law), to reduce or limit the number of new Units to be issued to such Unitholder. In such a case, the Board reserves the right to pay the remaining portion of the Electable Portion in cash.

4. RATIONALE AND JUSTIFICATION FOR THE PROPOSED DRP

CMMT will benefit from the participation by the Unitholders in the Proposed DRP to the extent that if the Unitholders elect to reinvest the entire or a portion of the Electable Portion in new Units, the cash which would otherwise be payable by way of cash distribution will be preserved and utilised for its future working capital and capital expenditure purposes.

Furthermore, notwithstanding that the Unitholder may elect to exercise the Reinvestment Option (in whole or in part), CMMT is regarded as having to have distributed the total distribution(s) declared, hence being able to continue to enjoy the tax incentives available to real estate investment trusts ("REITs") while being able to preserve cash for future working capital and capital expenditure purposes to the extent of the Unitholders' election to exercise the Reinvestment Option.

The Proposed DRP has capital management benefits where the reinvestment of distributions by Unitholders for new Units is expected to enlarge CMMT's unit base as well as strengthen CMMT's capital position. The increased unit base may improve the liquidity of the Units on the Main Market of Bursa Securities.

The Proposed DRP is also an initiative undertaken to provide an opportunity to all Unitholders (including retail investors) to invest in the new Units at a discount to the market price of the Units.

Furthermore, the Proposed DRP will provide Unitholders with greater flexibility in meeting their investment objectives, as they would have the choice of receiving cash and/or reinvesting into CMMT through the subscription of additional new Units without having to incur material transaction or other related costs (save for the RM10.00 stamp duty to be borne by Unitholders in respect of the Notice of Election). Unitholders who do not exercise the Reinvestment Option will still continue to receive their distribution in cash.

Nonetheless, the Proposed DRP provides Unitholders with the option and does not impose any obligation to them, to reinvest their distribution, in whole or in part, in new Units.

5. EFFECTS OF THE PROPOSED DRP

The effects of the Proposed DRP are dependent on several factors, which include, amongst others, the quantum of the distribution, the Board's decision on the proportion/size of the Electable Portion, the extent to which Unitholders elect to reinvest the Electable Portion, the Issue Price and the applicable withholding tax rates of the Unitholders.

5.1 Issued Unitholders' capital

The Proposed DRP will not have an immediate material effect on the issued Unitholders' capital of CMMT until such time new Units are issued pursuant to the Proposed DRP. However, the issued Unitholders' capital of CMMT will increase progressively pursuant to any exercise by Unitholders of the Reinvestment Option whenever the Reinvestment Option is offered by the Board.

5.2 Substantial Unitholders' unitholdings

The Proposed DRP is not expected to have any immediate effect on the unitholding of the substantial Unitholders of CMMT until such time as and when the Reinvestment Option pursuant to the Proposed DRP is exercised.

Any potential effect on the substantial Unitholders' unitholding in CMMT will depend on the extent to which the substantial Unitholders and other Unitholders elect to reinvest the Electable Position and their applicable withholding tax rates.

5.3 Distributable income

The establishment of the Proposed DRP will not have any effect on the distributable income of CMMT for the FYE 31 December 2020 and is not expected to have any material effect on CMMT's distributable income policy. Due to the progressive increase in the number of Units as a result of Unitholders' exercise of the Reinvestment Option whenever the Reinvestment Option is offered by the Board, CMMT's future distribution per Unit may be diluted. The decision to declare and pay distributable income in the future would depend on the financial performance and cash flow position of CMMT and the prevailing economic conditions.

5.4 Earnings per Unit

The effect of the Proposed DRP on earnings per Unit will depend on the extent the Unitholders elect to reinvest the Electable Portion into new Units. However, such reinvestment amount will be retained to fund future working capital and capital expenditure requirements of CMMT and is expected to contribute positively to its future earnings.

5.5 NAV, NAV per Unit and gearing

The Proposed DRP will not have any immediate effect on the consolidated NAV, NAV per Unit and gearing of CMMT until such time when such Reinvestment Option under the Proposed DRP is exercised.

As compared to paying distributions wholly in cash which results in a decrease of CMMT's available cash and bank balances, the exercise of the Reinvestment Option under the Proposed DRP by Unitholders will preserve cash in CMMT and improve CMMT's NAV and gearing position to the extent of the exercise of the Reinvestment Option (excluding the effect of related expenses for the Proposed DRP and the issuance of new Units) since the distributions are being reinvested into CMMT's Unitholders' capital.

Subject to the extent of the Reinvestment Option is being exercised by the Unitholders, the exercise of the Reinvestment Option will also dilute CMMT's NAV per Unit due to the increase in the aggregate number of Units issued.

5.6 Convertible securities

CMMT does not have any convertible securities.

6. HISTORICAL MARKET PRICES

The monthly highest and lowest transacted market prices of the Units for the past 12 months preceding the date of the Circular are as follows:

| | High RM | Low RM |
|--------------------|------------|-----------|
| <u>2019</u> | | |
| May | 1.130 | 1.090 |
| June | 1.110 | 1.040 |
| July | 1.080 | 1.020 |
| August | 1.070 | 1.020 |
| September | 1.110 | 1.020 |
| October | 1.090 | 1.020 |
| November | 1.100 | 1.020 |
| December | 1.050 | 1.000 |
| <u>2020</u> | | |
| January | 1.020 | 0.990 |
| February | 1.000 | 0.960 |
| March | 0.975 | 0.735 |
| April | 0.945 | 0.820 |

Last transacted market price of the Units on the LPD RM0.83

Last transacted market price of the Units on 8 May 2020 (being the last trading date immediately preceding the date of announcement of the Proposed DRP) RM0.83

(Source: Bloomberg)

7. APPROVALS REQUIRED / OBTAINED

- (a) The establishment of the Proposed DRP is conditional upon the following approvals being obtained from:
 - (i) Unitholders for the establishment of the Proposed DRP at a general meeting to be convened; and
 - (ii) Any other relevant authorities, or such other approvals, waivers and/or consents, if required.
- (b) In respect of the implementation of any future distribution to which the Reinvestment Option is applied, the new Units to be issued pursuant to the exercise of the Reinvestment Option by Unitholders shall be conditional upon the following approvals being obtained from:
 - (i) The Unitholders at CMMT's Annual General Meeting on an annual basis. For information, the first Unitholders' approval for the issuance of new Units pursuant to the exercise of the Reinvestment Option by Unitholders will be sought at the general meeting referred to in paragraph 7(a)(i) above;
 - (ii) Bursa Securities for the listing of and quotation for the new Units to be issued pursuant to the Proposed DRP on the Main Market of Bursa Securities; and
 - (iii) Any other relevant authorities, or such other approvals, waivers and/or consents, if required.

The Manager had on 12 May 2020 written to the Trustee to seek its consent for the establishment of the Proposed DRP and the issuance of new Units arising from the Proposed DRP. The Trustee had on 13 May 2020, confirmed its agreement that the Trustee's consent for the establishment of the Proposed DRP and issuance of new Units arising from the Proposed DRP is not required.

The Proposed DRP is not conditional upon any other corporate proposals undertaken or to be undertaken by CMMT.

8. INTEREST OF DIRECTORS AND MAJOR SHAREHOLDERS OF THE MANAGER, MAJOR UNITHOLDERS AND/OR PERSONS CONNECTED TO THEM

None of the Directors and/or major shareholders of the Manager, Major Unitholders and/or persons connected to them have any interest, whether direct or indirect, in the Proposed DRP, save for their respective entitlements as Unitholders, for which all Unitholders are entitled, subject to **Section 2.6** of this Circular.

The Manager will not vote on the Proposed DRP as doing so is prohibited under Clause 6.2 of the Deed and Paragraph 13.26 of the REITs Guidelines which states that *"a management company must not exercise the voting rights for the units it or its nominees hold in any unit holders' meeting, regardless of the party who requested for the meeting and the matter or matters that are laid before the meeting"*.

9. ESTIMATED TIMEFRAME FOR COMPLETION AND TENTATIVE TIMETABLE FOR IMPLEMENTATION

Barring any unforeseen circumstances and subject to the receipt of the necessary approvals as stated in **Section 7** of this Circular, the Proposed DRP is expected to be established and ready for implementation from the 3rd quarter of 2020.

An illustrative timeline for the implementation of the Proposed DRP in respect of future distributions to be declared to which the Reinvestment Option is applicable is set out as follows:

| Event | Indicative Timeline (Market Days) |
|---|--------------------------------------|
| Announcement of Issue Price and Books Closure Date after Bursa Securities approves the additional listing application | T |
| Books Closure Date | T + 10 |
| Dispatch of the Notice of Election | T + 12 |
| Expiry Date | T + 22 |
| Issuance and allotment of new Units as well as payment of cash distribution | T + 30 |
| Listing of and quotation for the new Units on the Main Market of Bursa Securities | T + 31 |

A distribution, comprising the cash distribution in respect of the Non-Selectable Portion, the balance of the Selectable Portion not exercised and the allotment and issuance of new Units exercised under the Selectable Portion is required to be paid within 1 month from the Books Closure Date and in any event, within 3 months from the date of the declaration of the distribution.

10. CORPORATE EXERCISES ANNOUNCED BUT PENDING COMPLETION

Save for the Proposed DRP (which is the subject matter of this Circular), the Board confirms that there are no other outstanding corporate exercises that have been announced by CMMT, but not yet completed as at the LPD.

11. DIRECTORS' RECOMMENDATION

The Board, having considered all aspects of the Proposed DRP, including but not limited to the rationale and effects of the Proposed DRP, is of the opinion that the Proposed DRP is in the best interest of CMMT and its Unitholders.

As such, the Board recommends that you vote in favour of the resolution pertaining to the Proposed DRP to be tabled at the forthcoming deferred AGM to be held on 19 June 2020.

12. AGM

The 8th deferred AGM will be held on a **fully virtual basis** at the office of the Manager at Unit No. 1-27, Level 27, Capital Tower, No. 10, Persiaran KLCC, 50088 Kuala Lumpur, Malaysia ("**Broadcast Venue**") on Friday, 19 June 2020 at 10:00 a.m., for the purpose of considering and, if thought fit, passing with or without modifications, amongst others, the resolution to give effect to the Proposed DRP.

The Proxy Form is available at the website of CMMT at www.cmmt.com.my. Should a unitholder wishes to appoint a proxy or attorney or authorised representative, the Proxy Form must be deposited at the office of Tricor at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, not less than 24 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.

The Broadcast Venue is strictly for the purpose of complying with the Securities Commission Guidance and FAQs on the Conduct of General Meetings for Listed Issuers which requires the Chairperson of the meeting to be present at the main venue of the meeting. Unitholders WILL NOT BE ALLOWED to attend the deferred AGM in person at the Broadcast Venue on the day of the meeting. Unitholders are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "**participate**") remotely at the deferred AGM via the Remote Participation and Voting facilities ("**RPV**") provided by Tricor via its TIIH Online website at <https://tiih.online>. Please follow the Procedures for RPV in the Administrative Details.

13. FURTHER INFORMATION

Unitholders are advised to refer to the appendices as set out in this Circular for further information.

Yours faithfully,
For and on behalf of the Board of
CAPITALAND MALAYSIA MALL REIT MANAGEMENT SDN BHD

DAVID WONG CHIN HUAT
Chairman and Non-Executive Independent Director

DISTRIBUTION REINVESTMENT PLAN STATEMENT



CAPITALAND MALAYSIA MALL TRUST

(Established in Malaysia under the deed dated 7 June 2010 (as amended and restated by a deed dated 5 October 2018) entered into between CapitaLand Malaysia Mall REIT Management Sdn. Bhd. and MTrustee Berhad)

DISTRIBUTION REINVESTMENT PLAN STATEMENT

(Abbreviations and definitions, unless where the context requires otherwise, shall be as set out in Section 2 of the Terms and Conditions of the Distribution Reinvestment Plan Statement)

This Distribution Reinvestment Plan Statement contains the terms and conditions of the Distribution Reinvestment Plan of CapitaLand Malaysia Mall Trust ("**CMMT**") as may be amended from time to time ("**Terms and Conditions**") under which persons registered in the record of depositors of CMMT as holders of the undivided interest(s) in CMMT ("**Units**") ("**Unitholders**") may, in relation to any distribution income declared, be given an option to reinvest in whole or in part such distribution in new Units ("**Reinvestment Option**") as the Board of Directors of CapitaLand Malaysia Mall REIT Management Sdn Bhd ("**Board**"), the Manager of CMMT ("**Manager**") may, at its sole and absolute discretion, apply to the distribution ("**Distribution Reinvestment Plan**").

For avoidance of doubt, the Distribution Reinvestment Plan may be applied to any cash distribution declared, which includes any interim, final, special or other types of cash distribution.

The Board may, at its sole and absolute discretion, determine whether to offer Unitholders the Reinvestment Option and if the Reinvestment Option is applied, the size of the Electable Portion. The Board is not obliged to undertake the Distribution Reinvestment Plan for every distribution declared.

Unless the Board has determined that the Reinvestment Option will apply to a particular distribution (whether in whole or in part), all distributions as may be declared by the Board will be paid wholly in cash to the Unitholders in the usual manner.

SUMMARY OF THE MAIN FEATURES OF THE DISTRIBUTION REINVESTMENT PLAN

Unitholders shall have the following options in respect of a Reinvestment Option under the Distribution Reinvestment Plan:

- (i) to elect to participate in the Reinvestment Option by reinvesting the entire Electable Portion in new Units at an Issue Price to be determined on the Price-Fixing Date;
- (ii) to elect to participate in the Reinvestment Option by reinvesting part of the Electable Portion in new Units at the Issue Price to be determined on the Price-Fixing Date and to receive the balance of the Electable Portion and Non-Electable Portion in cash; or
- (iii) to elect not to participate in the Reinvestment Option and thereby receive the entire distribution (both Electable Portion and Non-Electable Portion) in cash.

DISTRIBUTION REINVESTMENT PLAN STATEMENT (Cont'd)

For income tax purposes, where the Unitholders elect to reinvest their income distribution in new Units, the Unitholder will be deemed to have received the distribution and reinvested it with CMMT. For the avoidance of doubt, all gross distribution with respect to the Electable Portion and the Non-Electable Portion will be subject to the usual withholding tax. The net distribution (net of withholding tax) will either be paid in cash and/or reinvested in new Units at its equivalent amount (as the case may be).

The election for the Reinvestment Option does not relieve the Unitholder from any income tax obligations (if applicable) and there is no tax advantage to be gained by Unitholders when exercising any of the abovementioned options.

The Issue Price of the new Units to be issued pursuant to the Distribution Reinvestment Plan, which will be determined by the Board on the Price-Fixing Date relating to a relevant distribution, shall be at an issue price of not more than 10% discount to the VWAMP of the Units for the 5 Market Days immediately preceding the Price-Fixing Date. For avoidance of doubt, the 5-Market Day VWAMP shall be adjusted ex-distribution(s) before applying the aforementioned discount.

The new Units will be issued free of any brokerage fees and other related transaction costs to Unitholders (unless otherwise provided by any statute, law or regulation). However, the participating Unitholders are required to pay RM10.00 for stamp duty in respect of the Notice of Election.

Any new Units to be issued pursuant to the Distribution Reinvestment Plan will rank equally in all respects with the existing Units in issue, save and except that the holders of 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 the new Units.

All Unitholders of CMMT are eligible to participate in the Distribution Reinvestment Plan subject to the restrictions described in the Terms and Conditions of the Distribution Reinvestment Plan.

Fractional new Units will not be allotted. Any amount of a distribution payment that is insufficient for the issuance of 1 whole new Unit will be received in cash by Unitholders in the usual manner together with the Non-Electable Portion (if any).

Subject to all the relevant approvals for the Distribution Reinvestment Plan being obtained, the Issue Price shall be announced on or before the announcement of the Books Closure Date. Approval for the listing of and quotation for the new Units on the Main Market of Bursa Securities will be sought from Bursa Securities and the announcement of the Books Closure Date will be made after the receipt of the said approval from Bursa Securities.

Subsequent to the Books Closure Date, a Notice of Election will be dispatched to Unitholders. Should Unitholders wish to exercise the Reinvestment Option, there will be instructions provided in the Notice of Election in respect of the action to be taken by Unitholders. The Expiry Date will also be stated in the Notice of Election and shall be at least 14 days from the dispatch of the Notice of Election.

An announcement in respect of the day on which the new Units will be listed and quoted on the Main Market of Bursa Securities will also be made accordingly.

HOW TO PARTICIPATE

Participation in the Distribution Reinvestment Plan is optional and not transferable. A Unitholder wishing to reinvest in new Units in respect of any Electable Portion to which a Notice of Election received by him/her relates must complete the Notice of Election and return it to the appointed share registrar in accordance with the instructions as prescribed therein. A Unitholder wishing to receive his/her distribution wholly in cash does not have to take any action with regards to a Notice of Election received by him/her.

DISTRIBUTION REINVESTMENT PLAN STATEMENT (Cont'd)

Unitholders who receive more than one Notice of Election and wish to reinvest in new Units in respect of all of his/her entitlement to the Electable Portion must complete all Notices of Election received by him/her and return the completed Notices of Election to the appointed share registrar. Unitholders should note that they are at liberty to decide which particular Notice of Election they wish to elect for the reinvestment in new Units. Where any particular Notice of Election is not elected upon or not received by the appointed share registrar or such address as may be determined by the Manager from time to time by the Expiry Date, the distribution(s) relating thereto will be received in cash by Unitholders in the usual manner.

To be effective in respect of any Electable Portion to which a Notice of Election relates, such duly completed and signed Notice of Election must be received by the appointed share registrar no later than the Expiry Date stated in the Notice of Election in respect of that particular Reinvestment Option.

All Unitholders of CMMT are eligible to participate in the Distribution Reinvestment Plan provided that such participation will not result in a breach of any restrictions applicable to such Unitholder's holdings in CMMT which may be imposed by any contractual obligations, or by any statute, law or regulation in force in Malaysia or any other relevant jurisdiction, as the case may be (unless the requisite approvals under the relevant statute, law or regulation or from the relevant authorities are first obtained or the relevant contractual obligation is otherwise waived in accordance with the terms and conditions of the relevant contracts).

The Notice of Election will not be sent to Unitholders with addresses outside Malaysia to avoid any violation on the part of CMMT, the Manager or the Trustee of any securities laws applicable outside Malaysia.

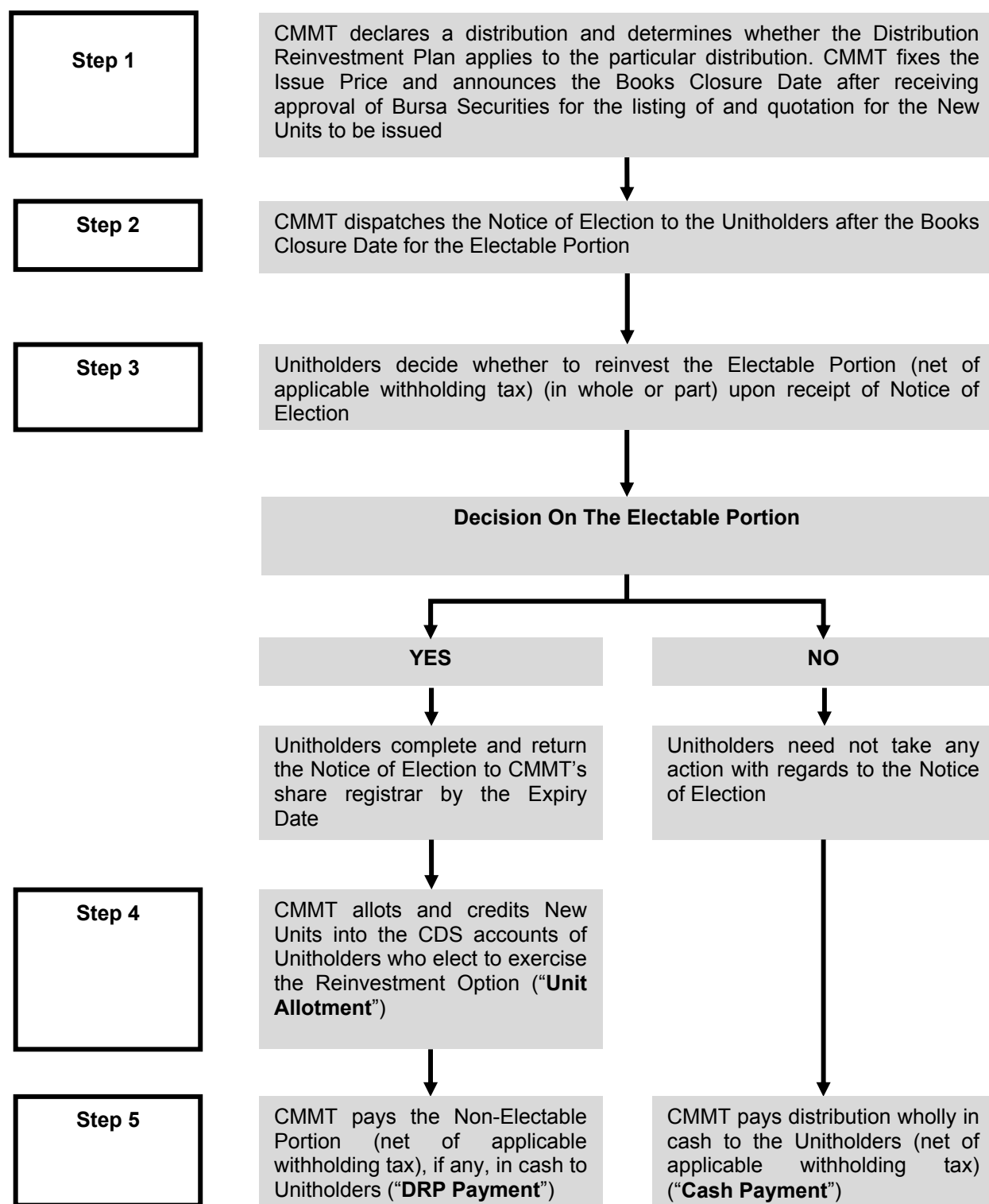
Unitholders with addresses outside Malaysia who wish to participate in the Distribution Reinvestment Plan are strongly advised to collect the documents relating to the Distribution Reinvestment Plan from the appointed share registrar identified in the Notice of Election or at such address in Malaysia as may be announced by CMMT from time to time and the appointed share registrar may in such an event be entitled to satisfy itself as to the identity and authority of the person collecting the documents relating to the Distribution Reinvestment Plan.

Alternatively, the Unitholders with addresses outside Malaysia who wish to participate in the Distribution Reinvestment Plan may provide the share registrar their respective address in Malaysia not later than 3 Market Days before the relevant Books Closure Date in respect of any particular distribution to which the Board has determined that the Distribution Reinvestment Plan shall apply.

The Foreign Addressed Unitholders who wish to permanently change their address for service of documents to an address in Malaysia should inform their respective stockbrokers to effect the change of address. Such notification should be done no later than 3 Market Days before the Books Closure Date if they wish to participate in the Distribution Reinvestment Plan.

DISTRIBUTION REINVESTMENT PLAN STATEMENT (Cont'd)

A brief process flow chart in relation to the administration of the Distribution Reinvestment Plan is illustrated below:-

**Note:**

In respect of Step 5, the Cash Payment, Unit Allotment and the DRP Payment will occur on the same day, which will be on a date falling within 1 month from the Books Closure Date and in any event, not later than 3 months from the date of declaration of the distribution.

DISTRIBUTION REINVESTMENT PLAN STATEMENT (Cont'd)

TERMS AND CONDITIONS OF THE DISTRIBUTION REINVESTMENT PLAN**1. ESTABLISHMENT**

The Distribution Reinvestment Plan has been established by the Board and the administration of the plan, including the Reinvestment Option and the Electable Portion shall be determined by the Board in its sole and absolute discretion.

2. DEFINITIONS

In these Terms and Conditions, the following definitions shall apply:

| | |
|--------------------------------|--|
| Allotment Date | : The date on which the new Units are allotted and issued under the Distribution Reinvestment Plan, which shall be within 8 Market Days from the Expiry Date or such date as may be prescribed by Bursa Securities |
| Board | : The Board of Directors of the Manager |
| Books Closure Date | : The date to be determined and announced later by the Board, on which Unitholders' names must appear in the record of depositors of CMMT in order to be eligible to participate in the Distribution Reinvestment Plan applicable to a cash distribution to which the Reinvestment Option applies |
| Bursa Securities | : Bursa Malaysia Securities Berhad |
| CDS | : Central Depository System |
| CMMT | : CapitaLand Malaysia Mall Trust |
| CMSA | : Capital Markets and Services Act, 2007, and includes any amendments from time to time |
| Deed | : The deed dated 7 June 2010 (as amended and restated by a deed dated 5 October 2018) entered into between the Manager and the Trustee, as amended, varied or supplemented from time to time |
| Distribution | : Cash distribution(s) declared by the Manager, whether interim, final, special or other types of cash distribution |
| Distribution Reinvestment Plan | : Distribution reinvestment plan which will provide Unitholders with an option to elect to reinvest in whole or in part, their cash distribution in new Units, in accordance with the Terms and Conditions |
| Electable Portion | : The whole or a portion of the Distribution that may be declared by the Board, in which the Board in its sole and absolute discretion, determines whether the Reinvestment Option applies |
| Expiry Date | : The last date (i.e. a date to be fixed and announced which shall be at least 14 days (or such other period as may be prescribed by the Listing Requirements) from the dispatch of the Notice of Election) by which an election to be made by the Unitholder in relation to the Electable Portion must be received by the appointed share registrar or such address as may be determined by the Manager from time to time |

DISTRIBUTION REINVESTMENT PLAN STATEMENT (Cont'd)

| | |
|-------------------------------|--|
| Foreign Addressed Unitholders | : Unitholders with addresses outside Malaysia |
| Issue Price | : The issue price of the new Units to be issued pursuant to the Distribution Reinvestment Plan which will be determined by the Board on the Price-Fixing Date relating to a relevant Distribution, shall be at an issue price of not more than 10% discount to the VWAMP of the Units for the 5 Market Days immediately preceding the Price-Fixing Date. The 5-Market Day VWAMP shall be adjusted ex-distribution(s) before applying the aforementioned discount in fixing the Issue Price |
| Listing Requirements | : Main Market Listing Requirements of Bursa Securities |
| Manager | : CapitaLand Malaysia Mall REIT Management Sdn. Bhd., being the Manager of CMMT |
| Market Day(s) | : Any day(s) between Monday to Friday (inclusive), excluding public holidays, and a day on which Bursa Securities is open for trading of securities |
| Non-Electable Portion | : The portion of a Distribution that may be declared by the Board to which the Reinvestment Option does not apply |
| Notice of Election | : Notice of election in relation to the Distribution Reinvestment Plan by which the Unitholders confirm their exercise of the Reinvestment Option |
| Participating Unitholders | : A Unitholder(s) who elect to participate in the Distribution Reinvestment Plan to the extent of the Electable Portion as determined by the Board at its sole and absolute discretion in respect of his/her holdings of Units as at each Books Closure Date to which each Notice of Election received by him/her relates |
| Price-Fixing Date | : The date to be determined by the Board and announced to which the Issue Price will be determined |
| Reinvestment Option | : The option given to Unitholders pursuant to the Distribution Reinvestment Plan to reinvest in whole or in part their Distribution in new Units |
| RM | : Ringgit Malaysia |
| Rules | : Rules on Take-overs, Mergers and Compulsory Acquisitions issued by the Securities Commission Malaysia, and includes any amendments made thereto from time to time, read together with the Malaysian Code on Take-overs and Mergers issued by the Securities Commission Malaysia, and includes any amendments made thereto from time to time |
| Trustee | : MTrustee Berhad, being the trustee of CMMT |
| Unit(s) | : An undivided interest(s) in CMMT |
| Unitholder(s) | : Unitholder(s) of CMMT |
| VWAMP | : Volume weighted average market price |

DISTRIBUTION REINVESTMENT PLAN STATEMENT (Cont'd)

3. ELIGIBILITY

Save as otherwise provided in this Section 3, all Unitholders of CMMT are eligible to participate in the Distribution Reinvestment Plan provided that such participation will not result in a breach of any restrictions applicable to such Unitholder's holdings in CMMT which may be imposed by any contractual obligations, or by any statute, law or regulation in force in Malaysia or any other relevant jurisdiction, as the case may be (unless the requisite approvals under the relevant statute, law or regulation or from the relevant authorities are first obtained or the relevant contractual obligation is otherwise waived in accordance with the terms and conditions of the relevant contracts).

As the new Units to be issued pursuant to the Distribution Reinvestment Plan are prescribed securities, the new Units will be credited directly into the respective CDS accounts of the Unitholders who have elected to reinvest their Electable Portion. No physical certificates will be issued. In this regard, it is important for Unitholders to have a valid and subsisting CDS account in order to receive their entitled new Units should they wish to participate in the Distribution Reinvestment Plan.

Unitholders without a valid and subsisting CDS account and would like to participate in the Distribution Reinvestment Plan should put in place a valid CDS account.

4. FOREIGN ADDRESSED UNITHOLDERS

The Distribution Reinvestment Plan will only be offered for subscription in Malaysia. No action has been and will be taken to ensure that the Distribution Reinvestment Plan complies with the laws of any countries or jurisdictions other than the laws of Malaysia. Accordingly, the documents relating to the Distribution Reinvestment Plan including the Notice of Election will not be sent to Foreign Addressed Unitholders to avoid any violation on the part of CMMT, the Manager or the Trustee of any securities laws applicable outside Malaysia.

Foreign Addressed Unitholders who receive or come to have in their possession a Notice of Election and/or any other documents relating to the Distribution Reinvestment Plan may not treat the same as being applicable to them (unless where the documents have been collected from the appointed share registrar in the manner specified below). In any event, such Unitholders are advised to inform themselves of, and to observe, any prohibitions and restrictions, and to comply with any applicable laws and regulations relating to the Distribution Reinvestment Plan as may be applicable to them.

Foreign Addressed Unitholders who wish to participate in the Distribution Reinvestment Plan are strongly advised to collect the documents relating to the Distribution Reinvestment Plan from the appointed share registrar identified in the Notice of Election or at such address in Malaysia as may be announced by CMMT from time to time and the appointed share registrar may in such an event be entitled to satisfy itself as to the identity and authority of the person collecting the documents relating to the Distribution Reinvestment Plan.

Alternatively, the Foreign Addressed Unitholders who wish to participate in the Distribution Reinvestment Plan may provide the share registrar their respective address in Malaysia not later than 3 Market Days before the relevant Books Closure Date in respect of any particular distribution to which the Board has determined that the Distribution Reinvestment Plan shall apply.

The Foreign Addressed Unitholders who wish to permanently change their address for service of documents to an address in Malaysia should inform their respective stockbrokers to effect the change of address. Such notification should be done no later than 3 Market Days before the Books Closure Date if they wish to participate in the Distribution Reinvestment Plan.

DISTRIBUTION REINVESTMENT PLAN STATEMENT (Cont'd)

Foreign Addressed Unitholders will be solely responsible for seeking advice as to the laws of any jurisdiction that they may be subjected to, and participation by Foreign Addressed Unitholders in the Distribution Reinvestment Plan will be on the basis that they may lawfully so participate without CMMT, the Trustee, the Manager, the Board, employees and advisers being in breach of the laws of any jurisdiction.

5. LEVEL OF PARTICIPATION

The Participating Unitholder(s) may elect to participate in the Distribution Reinvestment Plan to the extent of the Electable Portion in respect of his/her holding of the Units as at each Books Closure Date to which each Notice of Election received by him/her.

6. NOTICE OF ELECTION TO PARTICIPATE

The Manager will send to each Unitholder a Notice of Election in relation to each CDS account held by the Unitholder. The Notice of Election will contain the instructions with respect to the action that is required to be taken by the Unitholders to exercise the Reinvestment Option and will also state the Expiry Date.

To be effective in respect of any Electable Portion, a Notice of Election must be duly completed and executed by the Unitholder as to the confirmation of his/her election to reinvest in new Units and must be received by the share registrar of CMMT, no later than the Expiry Date. Unitholders who receive more than one Notice of Election may elect to reinvest in new Units in respect of his/her entitlement to which one Notice of Election relates and decline to reinvest in new Units in respect of his/her entitlement to which any other Notice(s) of Election relates.

Notwithstanding the date of receipt by the share registrar of CMMT of the completed Notices of Election, in accordance with Paragraph 6.09 of the Listing Requirements, CMMT will allot and issue the new Units and dispatch notices of allotment to the Unitholders who exercise the Reinvestment Option within 8 Market Days from the Expiry Date or such date as may be prescribed by Bursa Securities, provided always that the completed Notice(s) of Election are received by the share registrar of CMMT no later than the Expiry Date. A Notice of Election to participate in the Distribution Reinvestment Plan in any other form will not be accepted by CMMT.

A Notice of Election in respect of any Electable Portion once submitted is irrevocable and shall not be withdrawn or cancelled by the submitting Unitholder.

The Manager has the discretion and right to accept or reject any Notice of Election that is incomplete, contains errors or is otherwise defective, does not conform to the Terms and Conditions or which is illegible. The Manager is under no obligation to correct invalid Notices of Election on behalf of any Unitholder or to provide any reason for rejecting any Notices of Election. Any Notice of Election received after the Expiry Date shall be invalid.

By electing to participate in the Distribution Reinvestment Plan, the Participating Unitholder unconditionally and irrevocably:

- (i) warrants to the Manager and the Trustee that he/she has the legal right and full power and authority to participate in the Distribution Reinvestment Plan and that his/her participation in the Distribution Reinvestment Plan will not result in a breach of any statute, law or regulation or contractual obligations by which he/she is bound;
- (ii) acknowledges that the Manager may at any time in its absolute discretion determine that the Participating Unitholder's Notice of Election or other form (collectively referred to as "**Form**") is valid, even if the relevant Form is incomplete, contains errors or is otherwise defective;

DISTRIBUTION REINVESTMENT PLAN STATEMENT (Cont'd)

- (iii) acknowledges that the Manager may accept or reject any Form and agrees that the Manager need not provide any reason therefor;
- (iv) acknowledges that the Manager and the Trustee have not provided the Participating Unitholder with investment advice or any other advice;
- (v) agrees to these Terms and Conditions and agrees not to do any act or thing which would be contrary to the intention or purpose of the Distribution Reinvestment Plan; and
- (vi) submits to the jurisdiction of the courts of Malaysia, in each case, at all times until the termination of the Distribution Reinvestment Plan

For income tax purposes, where the Unitholders elect to reinvest their income distribution in new Units, the Unitholder will be deemed to have received the distribution and reinvested it with CMMT. For the avoidance of doubt, all gross distribution with respect to the Electable Portion and the Non-Electable Portion will be subject to the usual withholding tax. The net distribution (net of withholding tax) will either be paid in cash and/or reinvested in new Units at its equivalent amount (as the case may be).

The election for the Reinvestment Option does not relieve the Unitholder from any income tax obligations (if applicable) and there is no tax advantage to be gained by Unitholders when exercising any of the abovementioned options.

Unitholders will receive the Electable Portion in cash if they do not expressly elect in writing to exercise the Reinvestment Option by the Expiry Date. As such, Unitholders who wish to receive their Distribution wholly in cash need not take any action with regards to the Notice of Election.

7. EXTENT OF APPLICATION OF DISTRIBUTION REINVESTMENT PLAN TO EACH ELECTABLE PORTION

The Board may, at its absolute discretion, determine in respect of any Distribution(s), whether the Distribution Reinvestment Plan shall apply and if so, the size of the Electable Portion. In this respect, the Electable Portion may apply to the whole distribution declared or only a portion of the Distribution declared.

If, in its sole and absolute discretion, the Board has not determined that the Distribution Reinvestment Plan is to apply to a particular distribution, such distribution shall be paid wholly in cash to Unitholders in the usual manner.

8. UNIT ENTITLEMENT

By electing to participate in the Distribution Reinvestment Plan, the Participating Unitholder elects to reinvest in whole or in part the Electable Portion to which such Notice of Election relates in new Units.

Strictly for illustration purposes only, the following assumptions are used to illustrate the calculations in the following subsections:

- (i) illustrative Distribution of 3.03 sen per Unit based on the final income Distribution for the FYE 31 December 2019 for the period from 1 July 2019 to 31 December 2019, which was paid on 28 February 2020 ("**2019 Final Distribution**");
- (ii) the assumption that the Board determines that the Distribution Reinvestment Plan will apply to the 2019 Final Distribution and that the gross Electable Portion shall apply to the entire 3.03 sen; and

DISTRIBUTION REINVESTMENT PLAN STATEMENT (Cont'd)

- (iii) the assumption that the Issue Price is RM0.72, calculated based on the 5-Market Day VWAMP of the Units up to and including 8 May 2020, being the last Market Day preceding the announcement dated 12 May 2020 of RM0.8303 each Unit, deducting for the 2019 Final Distribution and thereafter applying the maximum allowable discount of 10%.

(a) **Maximum Unit Entitlement**

In respect of any Electable Portion, the number of new Units to be allotted and issued to the Participating Unitholder electing to reinvest the whole or, if applicable, part of the Electable Portion in new Units in respect of a Notice of Election shall be calculated in accordance with the following formula:

$$N = \frac{S \times D \times F}{V}$$

Where:

- N : means the number of new Units to be allotted and issued to the Participating Unitholder(s) in respect of such Notice of Election, rounded down to 1 Unit
- S : means the number of Units held by the Participating Unitholder as at the Books Closure Date to which such Notice of Election relates
- D : means the Electable Portion or part thereof (net of applicable withholding tax)
- F : in the case where the Participating Unitholder elects to receive the entire Electable Portion in cash, F is 0%; or in the case where the Participating Unitholder elects to reinvest the entire Electable Portion (net of applicable withholding tax) in new Units, F is 100%; or in the case where the Participating Unitholder elects to reinvest part of the Electable Portion (net of applicable withholding tax) in new Units, F is the proportion of the total amount of the Electable Portion⁽¹⁾ expressed in % that the Participating Unitholder intends to elect
- V : means the Issue Price, which is calculated in accordance with these Terms and Conditions

Note:

- (1) *Total amount of the Electable Portion, expressed in RM = S x D.*

Any fractional entitlement of new Units computed in accordance with the above formula will be paid in cash to the Participating Unitholders in the usual manner.

Example

Based on the assumptions set out in this Section 8 above, and assuming a Participating Unitholder holds 50,000 Units as at the Books Closure Date and is subject to a 10% withholding tax, the maximum units entitlement and the values of the Electable Portion and Non-Electable Portion for the Participating Unitholder are as follows:

DISTRIBUTION REINVESTMENT PLAN STATEMENT (*Cont'd*)

$$\begin{aligned}
 N &= \frac{S \times D \times F}{V} \\
 &= \frac{50,000 \times 2.73 \text{ sen} \times 100\%}{\text{RM}0.72} \\
 &= 1,895 \text{ new Units}
 \end{aligned}$$

| | <u>RM</u> |
|--|-----------------|
| Illustrative gross Distribution of 3.03 sen per Unit held ⁽¹⁾ (50,000 Units X 3.03 sen per Unit) | 1,515.00 |
| Less: Electable Portion of 3.03 sen per Unit held (50,000 Units X 3.03 sen per Unit) | 1,515.00 |
| Non-Electable Portion (if applicable) | <u><u>-</u></u> |

Note:

- (1) *If the Participating Unitholder decides to receive his/her entire Distribution entitlement in cash only, the payment of the total Distribution entitlement is as per indicated (inclusive of applicable withholding tax). The net Distribution receivable by the same Participating Unitholder would be RM1,365.00 after deducting for withholding tax.*

(b) Payment of distribution in cash in respect of fractional entitlement and Non-Electable Portion

In respect of any Electable Portion, the balance of the Electable Portion in respect of a Notice of Election which is not reinvested into new Units and/or fractional entitlement of new Units and/or amount yielding odd lot in relation to the Electable Portion under the Distribution Reinvestment Plan, whichever is applicable, of which will be paid to the Participating Unitholder in cash in the usual manner ("**Balance of the Electable Portion**") shall be calculated in accordance with the following formula:

$$B = (S \times E) - (A \times V)$$

Where:

- E : means the gross Electable Portion
- B : means the Cash Balance of the Electable Portion in respect of such Notice of Election relates
- A : means the number of new Units that the Participating Unitholder elects to subscribe for in respect of the Electable Portion to which such Notice of Election relates

DISTRIBUTION REINVESTMENT PLAN STATEMENT (Cont'd)

Examples

Scenario 1 – If the same Participating Unitholder decides to reinvest the whole Electable Portion into new Units

The cash balance of the Electable Portion attributable to the same Participating Unitholder will be calculated as follows:

$$B = (S \times E) - (A \times V)$$

$$= (50,000 \text{ Units} \times 3.03 \text{ sen}) - (1,895 \text{ Units} \times \text{RM}0.72)$$

$$= \text{RM}1,515.00 - \text{RM}1,364.40$$

$$= \text{RM}150.60 \text{ (inclusive of applicable withholding tax)}$$

| | RM |
|--|-------------|
| Electable Portion of 3.03 sen per Unit held (50,000 Units X 3.03 sen per Unit) | 1,515.00 |
| Less: Amount payable for Reinvestment Option at RM0.72 per Unit (1,895 Units X RM0.72 per Unit) | 1,364.40 |
| Cash Balance of the Electable Portion ⁽¹⁾ | 150.60 |
| Add: Non-Electable Portion (if applicable) | - |
| Less: Applicable withholding tax (10%) | 150.00 |
| Total cash amount payable⁽²⁾ | 0.60 |

Notes:

- (1) The Cash Balance of the Electable Portion is in respect of the fractional entitlement of new Units in relation to the Electable Portion under the Distribution Reinvestment Plan and the applicable withholding tax. In some event the fractional entitlement may be nil.
- (2) The computation of the total cash amount payable to the Participating Unitholder based on his election.

Scenario 2 – If the same Participating Unitholder decides to reinvest part of the Electable Portion into new Units

The same Participating Unitholder wishes to subscribe for only 1,000 new Units, hence the cash balance of the Electable Portion attributable to the same Participating Unitholder will be calculated as follows:

$$B = (S \times E) - (A \times V)$$

$$= (50,000 \text{ Units} \times 3.03 \text{ sen}) - (1,000 \text{ Units} \times \text{RM}0.72)$$

$$= \text{RM}1,515.00 - \text{RM}720$$

$$= \text{RM}795.00 \text{ (inclusive of applicable withholding tax)}$$

DISTRIBUTION REINVESTMENT PLAN STATEMENT (Cont'd)

| | RM |
|---|---------------|
| Electable Portion of 3.03 sen per Unit held <i>(50,000 Units X 3.03 sen per Unit)</i> | 1,515.00 |
| Less: Amount payable for Reinvestment Option at RM0.72 per Unit <i>(1,000 Units X RM0.72 per Unit)</i> | 720.00 |
| Cash Balance of the Electable Portion ⁽¹⁾ | 795.00 |
| Add: Non-Electable Portion (if applicable) | - |
| Less: Applicable withholding tax (10%) | 150.00 |
| Total cash amount payable⁽²⁾ | 645.00 |

Notes:

- (1) *The Cash Balance of the Electable Portion is in respect of the fractional entitlement of new Units and the balance of the Electable Portion in respect of a Notice of Election which is not reinvested into new Units under the Distribution Reinvestment Plan and the applicable withholding tax.*
- (2) *The computation of the total cash amount payable to the Participating Unitholder based on his election.*

Based on the relevant assumptions above and assuming none of the Unitholders are subject to withholding tax, in the event that all Unitholders elect to reinvest their entire Electable Portion into new Units, the maximum number of new Units that would have been issued will be 86,497,536, representing approximately 4.21% of the total Units issued (excluding treasury units).

The percentage unitholding of a Unitholder will be diluted if he/she does not exercise his/her Reinvestment Option. However, the extent of the dilution will depend on the number of new Units to be issued pursuant to the level of the Reinvestment Option exercised by the other Participating Unitholders.

9. ODD LOTS AND FRACTIONAL UNITS

Unitholders who exercise the Reinvestment Option may be allotted new Units in odd lots depending on his/her entitlement of new Units. Unitholders who receive odd lots of new Units and who wish to trade such odd lots may do so via the odd lots market of Bursa Securities, which allows the trading of odd lots with a minimum of 1 Unit.

A Unitholder who does not wish to receive new Units in odd lots may round down the number of new Units selected such that he/she will receive new Units in multiples of, and not less than 100 new Units. Where a Unitholder's entitlement of new Units is less than 100 Units, the Unitholder can elect to receive his/her entire distribution entitlement in cash in the usual manner or new Units in odd lots.

Fractional new Units will not be allotted. Any amount of a distribution payment that is insufficient for the issuance of 1 whole new Unit will be received in cash by Unitholders in the usual manner together with the Non-Electable Portion (if any).

DISTRIBUTION REINVESTMENT PLAN STATEMENT (Cont'd)

10. TERMS OF ALLOTMENT

All such new Units shall, upon allotment and issue, rank equally in all respects with the existing Units, save and except that the holders of new Units will not be entitled to any distributable income, right, benefit entitlement and/or any other distributions that may be declared before the Allotment Date.

As the new Units to be issued under the Distribution Reinvestment Plan are prescribed securities, the new Units will be credited directly into the respective CDS accounts of the Participating Unitholders.

11. NOTIFICATION LETTERS TO PARTICIPANTS

CMMT will within 8 Market Days from the Expiry Date or such date as may be prescribed by Bursa Securities, allot and issue the new Units and dispatch notices of allotment to Unitholders (who have elected to exercise the Reinvestment Option). Concurrently, on the Allotment Date, the cash payment in respect of the Non-Electable Portion and any remaining portion of the Electable Portion not reinvested will be made to Unitholders in the usual manner.

An announcement will also be made on the listing of the new Units to be issued under the Distribution Reinvestment Plan on the Main Market of Bursa Securities.

12. COST TO PARTICIPATING UNITHOLDERS

Under the present laws of Malaysia, there are no brokerage, stamp duty or other material transaction costs payable on new Units allotted and issued under the Distribution Reinvestment Plan.

However, the Participating Unitholders are required to pay RM10.00 for stamp duty in respect of the Notice of Election.

13. CANCELLATION OF APPLICATION OF THE DISTRIBUTION REINVESTMENT PLAN

Notwithstanding any other provisions, the Terms and Conditions set out herein or otherwise and irrespective of whether an election to exercise the Reinvestment Option has been made, if at any time after the Board has determined that the Distribution Reinvestment Plan shall apply to any Distribution(s) and before the allotment and issuance of new Units in respect of the Electable Portion, the Board shall consider that by reason of any event or circumstances (whether arising before or after such determination) or by reason of any matter whatsoever it is no longer expedient or appropriate to implement the Distribution Reinvestment Plan in respect of the Electable Portion, the Board may, at its sole and absolute discretion and as it deems fit in the best interest of CMMT and its Unitholders and without assigning any reason thereof, cancel the application of the Distribution Reinvestment Plan in relation to the Electable Portion subject to any requirement or provision imposed by any statute, law or regulation in force in Malaysia, as the case may be. In such event, Unitholders shall receive the Electable Portion in cash in the usual manner.

DISTRIBUTION REINVESTMENT PLAN STATEMENT (Cont'd)

14. MODIFICATION, SUSPENSION AND TERMINATION OF THE DISTRIBUTION REINVESTMENT PLAN

Subject to any statute, law or regulation currently in force in Malaysia, as the case may be, the Distribution Reinvestment Plan may be modified, suspended (in whole or in part) or terminated at any time by the Board as it deems fit or expedient by giving notice in writing to all Unitholders, notwithstanding any other provision of the terms and conditions of the Distribution Reinvestment Plan stating the contrary and irrespective of whether an election to exercise the Reinvestment Option has been made.

In the case of a suspension, the Distribution Reinvestment Plan will be suspended (in whole or in part, as the case may be) until such time as the Board resolves to recommence or terminate the Distribution Reinvestment Plan. If the Distribution Reinvestment Plan is recommenced, Participating Unitholders' Notice of Election confirming their participation under the previously suspended Distribution Reinvestment Plan will be valid and have full force and effect in accordance with these Terms and Conditions and any directions, terms and conditions to Unitholders for such commencement of the Distribution Reinvestment Plan which may be notified to all Unitholders.

15. GENERAL ADMINISTRATION OF THE DISTRIBUTION REINVESTMENT PLAN

The Board may implement the Distribution Reinvestment Plan in the manner it deems fit. The Board has the power to:

- (i) determine procedures, rules and regulations for administration of the Distribution Reinvestment Plan consistent with these Terms and Conditions, as may be amended or modified from time to time;
- (ii) settle in such manner as they think fit, any difficulty, anomaly or dispute (including relating to the interpretation of any provision, regulation or procedure or as to any rights under the Distribution Reinvestment Plan) which may arise in connection with the Distribution Reinvestment Plan, whether generally or in relation to any Participating Unitholder or any Unit and the determination of the Board will be conclusive and binding on all Unitholders and other persons to whom the determination relates;
- (iii) delegate to any one or more persons, for such period and on such conditions as the Board may determine, the exercise of any of its powers or discretion under or in respect of the Distribution Reinvestment Plan and references to a decision, opinion or determination of the Board including a reference to the decision, opinion or determination of the person or persons to whom the Board has delegated its authority for the purposes of administering the Distribution Reinvestment Plan; and
- (iv) waive strict compliance by CMMT, the Trustee, the Manager or any Unitholder with any of these Terms and Conditions.

16. IMPLICATIONS OF THE RULES AND UNITHOLDING LIMITS

Pursuant to Paragraph 4.01, Part B of the Rules and Sections 217 and 218 of the CMSA, a Unitholder may be under an obligation to extend a mandatory take-over offer for all the remaining Units not already owned by him/her and persons acting in concert with him/her (collectively, the "**Affected Parties**") if by participating in the Distribution Reinvestment Plan in relation to the reinvestment of the Electable Portion:

- (i) the Affected Parties have obtained control in CMMT via the acquisition or holding of, or entitlement to exercise or control the exercise of voting Units or voting rights of more than 33% in CMMT or such other amount as may be prescribed in the Rules, howsoever effected; or

DISTRIBUTION REINVESTMENT PLAN STATEMENT (Cont'd)

- (ii) the Affected Parties have acquired more than 2% of the voting Units or voting rights in CMMT in any period of 6 months and the Affected Parties hold more than 33% but not more than 50% of the voting Units or voting rights in CMMT during the said 6 months period.

In the event an obligation to undertake a mandatory take-over offer is expected to arise resulting from a Unitholder's participation in the Distribution Reinvestment Plan, the Affected Parties may wish to consult their professional advisers at the earliest opportunity in relation to:

- (a) any obligation to make a mandatory take-over offer under the Rules as a result of any subscription of new Units through his/her participation in the Distribution Reinvestment Plan; and
- (b) whether or not to make an application to the Securities Commission Malaysia to obtain an exemption from undertaking a mandatory take-over offer pursuant to the Rules prior to exercising his/her Reinvestment Option.

The statements herein do not purport to be a comprehensive or exhaustive description of all the relevant provisions of, or all implications that may arise under the Rules or other relevant legislation or regulations.

All Unitholders are responsible for ensuring that their participation in the Distribution Reinvestment Plan will not result in a breach of any restrictions on their respective holding of Units which may be imposed by any of the Unitholders' contractual obligations, or by statute, law or regulation in force in Malaysia or any other relevant jurisdiction, or by any relevant authorities, as the case may be (unless the requisite approvals under the relevant statute, law or regulation or from the relevant authorities are first obtained or the relevant contractual obligation is otherwise waived in accordance with the terms and conditions of the relevant contracts), or as prescribed in the Deed.

17. DISCLAIMER

Notwithstanding anything to the contrary, CMMT, the Trustee, the Manager and the Board, including any of its subsidiaries and its respective directors, officers, employees, agents, affiliates, advisers and representatives, shall not, under any circumstance, be held liable for any damages, cost, loss and expense whatsoever and howsoever arising/incurred/suffered by any person including any Unitholder arising out of or in connection with the Distribution Reinvestment Plan including:

- (i) any obligation of any Unitholder to undertake a mandatory offer as a result of the Distribution Reinvestment Plan;
- (ii) a breach of any restrictions on any Unitholder's holding of the Units which may be imposed by any statute, law or regulation in force in Malaysia or any other relevant jurisdiction, or by any relevant authorities; and
- (iii) any losses suffered by any Unitholders due to changes in share prices of the Units or the quantum of future Distribution after the implementation of the Distribution Reinvestment Plan.

18. GOVERNING LAW

The Distribution Reinvestment Plan Statement, the Distribution Reinvestment Plan and the Terms and Conditions hereof shall be governed by and construed in accordance with the laws of Malaysia.

DISTRIBUTION REINVESTMENT PLAN STATEMENT (Cont'd)

19. NOTICES AND STATEMENTS

Unless otherwise provided in these Terms and Conditions, any notices, documents and statements required to be given by CMMT to a Participating Unitholder shall be given in accordance with the provisions of the Deed.

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FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board and they individually and collectively accept full responsibility for the accuracy of the information contained herein and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statements, or omission of other facts which would make any statement contained herein false or misleading.

2. CONSENT AND DECLARATION OF CONFLICT OF INTERESTS

CIMB, being our Principal Adviser for the Proposed DRP, has given and has not subsequently withdrawn its written consent to include its name and all references thereto in this Circular in the form and context in which they appear.

CIMB and its related and associated companies, as well as its holding company, CIMB Group Holdings Berhad and the subsidiaries and associated companies of its holding company ("**CIMB Group**") form a diversified financial group and are engaged in a wide range of investment and commercial banking, brokerage, securities trading, asset and funds management and credit transaction services businesses.

The CIMB Group has engaged and may in the future, engage in transactions with and perform services for us, our Manager and/or our affiliates, in addition to the role as Principal Adviser for the Proposed DRP. In addition, in the ordinary course of business, any member of the CIMB Group may at any time offer or provide its services to or engage in any transactions (on its own account or otherwise) with any member of CMMT, our Manager, our unitholders or our affiliates or any other entity or person, hold long or short positions in securities issued by us and/or our affiliates, and may trade or otherwise effect transactions for its own account or the account of its customers in our debt or equity securities or senior loans and/or our affiliates.

This is a result of the businesses of the CIMB Group generally acting independent of each other, and accordingly there may be situations where parts of the CIMB Group and/or its customers now have or in the future, may have interest in or take actions that may conflict with our interests and/or our affiliates.

As at the LPD, CIMB Bank Berhad has, in its ordinary course of its banking business, extended a total credit facilities of RM458.68 million to CMMT, through the Trustee in its capacity as trustee of CMMT, and CMMT has an outstanding amount of approximately RM351.88 million owing to CIMB Bank Berhad.

CIMB is of the view that the abovementioned extension of credit facilities does not result in a conflict of interest situation in respect of its capacity as the Principal Adviser for the Proposed DRP as:

- (a) the total credit facilities extended by CIMB Bank Berhad to CMMT, through the Trustee, is not material when compared to the audited total net assets of the CIMB Group as at FYE 31 December 2019 of approximately RM56.24 billion;
- (b) the extension of such facilities to CMMT, through the Trustee, arose in the ordinary course of business of CIMB Bank Berhad; and
- (c) the conduct of CIMB Bank Berhad in its banking business is regulated by the Financial Services Act, 2013 and the Islamic Financial Services Act, 2013 and CIMB Group's own internal control and checks.

FURTHER INFORMATION (Cont'd)

3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

As at the LPD, there are no material litigation, claims or arbitration, either as plaintiff or defendant, which will have a material and/or adverse effect on the financial position or business of CMMT and the Board is not aware of any proceedings, pending or threatened against CMMT or of any facts likely to give rise to any proceedings which may materially or adversely affect the financial position or business of CMMT.

4. MATERIAL COMMITMENTS AND CONTINGENT LIABILITIES**(i) Material Commitments**

Save as disclosed below, as at the LPD, the Board is not aware of any material commitments incurred or known to be incurred by CMMT which upon becoming enforceable may have a material impact on the financial results/position of CMMT:-

| | RM'000 |
|-----------------------------------|---------------|
| CMMT | |
| - Contracted but not provided for | 7,432 |

(ii) Contingent Liabilities

As at the LPD, the Board is not aware of any other contingent liabilities incurred or known to be incurred by CMMT which upon becoming enforceable may have a material impact on the financial results or position of CMMT.

5. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Manager at CapitaLand Malaysia Mall REIT Management Sdn. Bhd., Unit No. 1-27, Level 27, Capital Tower, No. 10, Persiaran KLCC, 50088 Kuala Lumpur, Malaysia, during normal business hours (except public holidays) from the date of this Circular up to and including the date of the deferred AGM:-

- (i) The Deed;
- (ii) The audited consolidated financial statements of CMMT for the FYE 31 December 2018 and FYE 31 December 2019 and its latest unaudited condensed consolidated financial statements for the 3-month financial period ended 31 March 2020; and
- (iii) Letter of consent and declaration of conflict of interests referred to in **Section 2** of this **Appendix II**.

PROPOSED ESTABLISHMENT OF A DISTRIBUTION REINVESTMENT PLAN THAT PROVIDES UNITHOLDERS OF CMMT ("UNITHOLDERS") WITH AN OPTION TO ELECT TO REINVEST THEIR CASH DISTRIBUTION(S) DECLARED BY CMMT IN NEW UNITS OF CMMT ("NEW UNITS") ("PROPOSED DRP")

"**THAT** subject to the approval of the relevant regulatory authorities for the Proposed DRP being obtained, the provisions of the trust deed dated 7 June 2010 (as amended and restated on 5 October 2018) and to the extent permitted by law, the Proposed DRP be and is hereby approved, and that the Board of Directors of the Manager ("**Board**") shall be and is hereby authorised:

- (a) to establish and implement the Proposed DRP and the terms and conditions of the Proposed DRP;
- (b) to determine, in their sole and absolute discretion, whether the Proposed DRP will apply to any cash distribution(s) (whether interim, final, special or any other cash distribution) declared and/or approved by the Board ("**Distribution**") and the portion of such Distribution to which the option to reinvest such Distribution in new units in CMMT applies; and
- (c) to allot and issue such number of new units in CMMT from time to time as may be required to be allotted and issued pursuant to the Proposed DRP ("**New Units**") upon such terms and conditions as the Board may, in its sole and absolute discretion deem fit and in the best interest of CMMT and its Unitholders, including but not limited to determining the issue price of the New Units ("**Issue Price**") and the extent of the discount to be applied in relation to the Issue Price; and

THAT the New Units shall, upon allotment and issue, rank equally in all respects with the existing Units in issue, save and except that the holders of 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 of the New Units issued pursuant to the Proposed DRP.

THAT subject to the establishment of the Proposed DRP, the approval of the relevant regulatory authorities being obtained and to the extent permitted by law, where required, approval be and is hereby given to the Board to allot and issue such number of New Units pursuant to the Proposed DRP until the conclusion of the next Annual General Meeting of CMMT, upon such terms and conditions as the Board, in their sole and absolute discretion, deem fit and in the best interest of CMMT and its Unitholders, **PROVIDED THAT** the Issue Price shall not be more than 10% discount to the volume weighted average market price ("**VWAMP**") of the units for the five (5) market days immediately preceding the price-fixing date. The VWAMP shall be adjusted ex-distribution(s) before applying the aforementioned discount ("**Proposed Issuance of New Units**").

AND THAT the Board be and is hereby authorised to do all such acts and enter into all such transactions, arrangements and agreements and to execute, sign and deliver for and on behalf of CMMT, all such documents and impose such terms and conditions or delegate all or any part of its powers as may be necessary or expedient in order to give full effect to the Proposed DRP and the Proposed Issuance of New Units, with full power to assent to any conditions, modifications, variations and/or amendments including amendments, modifications, suspension and termination of the Proposed DRP (irrespective of whether an election to exercise the Distribution reinvestment has been made by the Unitholders), as the Board may, in its sole and absolute discretion, deem fit and in the best interest of CMMT and its Unitholders and/or as may be imposed or agreed to by any relevant authorities."