

DEFERRED AND AMENDED NOTICE OF ANNUAL GENERAL MEETING

CAPITALAND MALAYSIA MALL TRUST

[Established in Malaysia under the trust deed dated 7 June 2010 (as amended and restated on 5 October 2018) entered into between CapitaLand Malaysia Mall REIT Management Sdn. Bhd. (200801018055 (819351-H)) and MTrustee Berhad (198701004362 (163032-V))]

NOTICE IS HEREBY GIVEN that the deferred Annual General Meeting ("**AGM**") of the holders of units ("**Units**") ("**Unitholders**") of CapitaLand Malaysia Mall Trust ("**CMMT**") will be held as a **fully virtual general meeting** at the office of the Manager at Unit No. 1-27, Level 27, Capital Tower, No. 10, Persiaran KLCC, 50088 Kuala Lumpur, Malaysia (the "**Broadcast Venue**") on Friday, 19 June 2020 at 10.00 a.m. to transact the following businesses:

ORDINARY BUSINESS

1. To receive the report of MTrustee Berhad, as trustee of CMMT (the "**Trustee**"), the report by CapitaLand Malaysia Mall REIT Management Sdn. Bhd., as manager of CMMT (the "**Manager**"), and the Audited Financial Statements of CMMT for the financial year ended 31 December 2019 and the Auditors' Report attached thereon.

SPECIAL BUSINESS

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

2. **PROPOSED AUTHORITY TO ALLOT AND ISSUE NEW UNITS PURSUANT TO PARAGRAPH 6.59 OF THE MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD ("PROPOSED AUTHORITY")**

Ordinary
Resolution 1

"**THAT** pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**"), provisions of the trust deed dated 7 June 2010 (as amended and restated on 5 October 2018) and the approval of the relevant regulatory authorities, where such approval is required, authority be and is hereby given to the Manager to allot and issue new units in CapitaLand Malaysia Mall Trust ("**CMMT**") ("**New Units**") from time to time to such persons and for such purposes as the Manager may in its absolute discretion deem fit and in the best interest of CMMT and its Unitholders, provided that the aggregate number of New Units issued pursuant to this resolution, when aggregated with the number of units in CMMT issued during the preceding 12 months, must not exceed 20% of the total number of units issued of CMMT for the time being comprising of 2,055,387,000 Units:

AND THAT the Proposed Authority shall be effective and continue to be in force from the date of receipt of all relevant authorities' approval or the date the Unitholders pass this resolution, whichever may be the later, until:

- (a) the conclusion of the next AGM of the Unitholders at which time it shall lapse, unless by a resolution passed at the meeting, the authority is renewed; or
- (b) the expiration of the period within which the next AGM of the Unitholders is required by law to be held; or
- (c) the Proposed Authority is revoked or varied by the Unitholders in a Unitholders' meeting,

whichever occurs first ("**Validity Period**");

AND THAT the New Units to be issued pursuant to the Proposed Authority shall, upon allotment and issuance, rank pari passu in all respects with the existing Units except that the New Units will not be entitled to any distributable income, right, benefit, entitlement and/or any other distributions that may be declared before the date of allotment and issuance of such New Units;

AND THAT authority be and is hereby given to the Manager and the Trustee, acting for and on behalf of CMMT, to give effect to the aforesaid Proposed Authority with full powers to assent to any condition, variation, modification and/or amendment in any manner as the Manager and the Trustee may deem fit and in the best interest of CMMT and its Unitholders and/or as may be imposed by the relevant authorities, and to deal with all matters relating thereto;

AND FURTHER THAT authority be and is hereby given to the Manager and the Trustee, acting for and on behalf of CMMT, to take all such steps and do all acts, deeds and things in any manner (including execute such documents as may be required) as they may deem necessary or expedient to implement, finalise, complete and give full effect to the Proposed Authority.”

(Please see Explanatory Note 1)

3. PROPOSED RENEWAL OF UNIT BUY-BACK AUTHORITY TO REPURCHASE UP TO TEN PERCENT (10%) OF THE TOTAL NUMBER OF UNITS ISSUED (“PROPOSED RENEWAL OF UNIT BUY-BACK MANDATE”)

**Ordinary
Resolution 2**

“**THAT** subject to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Listing Requirements**”), provisions of the trust deed dated 7 June 2010 (as amended and restated on 5 October 2018), and any prevailing laws, guidelines, rules and regulations issued by the relevant authorities, the Board of the Manager shall be authorised to repurchase the units in CapitaLand Malaysia Mall Trust (“**CMMT**”) (“**Units**”) for and on behalf of CMMT through Bursa Securities, subject to the following:

- (a) the aggregate number of Units in CMMT which may be repurchased shall not exceed ten percent (10%) of the total number of Units issued at the time of purchase and the compliance with the public unitholding spread requirements as stipulated under the Listing Requirements;
- (b) the maximum funds to be allocated by CMMT for the purpose of repurchasing the Units shall not exceed the aggregate of the retained profits of CMMT based on the latest audited financial statements of CMMT available at the time of purchase;
- (c) the authority conferred by this resolution shall be effective and continue to be in force from the date the Unitholders pass this resolution, whichever may be the later, until:
 - (i) the conclusion of the next AGM of the Unitholders at which time it shall lapse, unless by a resolution passed at the meeting, the authority is renewed; or
 - (ii) the expiration of the period within which the next AGM of the Unitholders is required by law to be held; or
 - (iii) the authority is revoked or varied by the Unitholders in a Unitholders’ general meeting,

whichever occurs first;

THAT where the Manager has repurchased the Units, the Board shall cancel the Units so repurchased immediately.

AND THAT authority be and is hereby given to the Board of the Manager, for and on behalf of CMMT, to sign and execute all documents, and do all acts and things as may be required for or in connection with and to give effect to, and to implement the Proposed Renewal of Unit Buy-Back Mandate with full power to do all such acts as they may consider necessary or expedient in the best interest of CMMT and its Unitholders so as to give full effect to the same with further power to assent to any condition, modification, variation and/or amendment as may be required or imposed by the relevant authorities.”

(Please see Explanatory Note 2)

4. **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")**

Ordinary
Resolution 3

"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 authorized:

- (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.

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."

(Please see Explanatory Note 3)

BY ORDER OF THE BOARD

CAPITALAND MALAYSIA MALL REIT MANAGEMENT SDN. BHD.

(Registration No. 200801018055 (819351-H))
as manager of CapitaLand Malaysia Mall Trust

Khoo Ming Siang (SSM PC No.: 201908001873)(MAICSA No. 7034037)
Teo Mee Hui (SSM PC No.: 202008001081)(MAICSA No. 7050642)
Company Secretaries
Kuala Lumpur, Malaysia

29 May 2020

Enclosures :

- 1. Explanatory Notes**
- 2. Proxy Form**

**cc : MTrustee Berhad
Securities Commission Malaysia**

Notes:

1. **IMPORTANT NOTICE**
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 Investor & Issuing House Services Sdn Bhd ("Tricor") via its TIIH Online website at <https://tiah.online>. Please follow the Procedures for RPV in the Administrative Details.
2. *Only Unitholders whose names appear in the Record of Depositors on 11 June 2020 are entitled to attend, speak and vote at the AGM.*
3. *A Unitholder may attend the AGM in person or appoint up to two proxies to attend the AGM and vote in the Unitholder's place. A Unitholder holding 10,000 Units or less shall be entitled to appoint one proxy (whether a Unitholder or not). A Unitholder holding more than 10,000 Units shall be entitled to appoint maximum of two proxies (whether a Unitholder or not).*
4. *On a poll, every Unitholder who is present in person or by proxy/proxies has one vote for every Unit held by him.*
5. *Where the Unitholder is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint one proxy for each securities account that holds 10,000 Units or less standing to the credit for the said securities account and up to two proxies for each securities account that has more than 10,000 Units standing to the credit for the said securities account.*
6. *Where a Unitholder appoints two proxies in accordance with such provision, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.*
7. *Any appointment of a proxy shall be in writing in the **Proxy Form** attached herewith under the hand of the Unitholder or of his duly appointed attorney or, if the Unitholder is a corporation, either under the seal or under the hand of an officer or attorney duly authorised.*
8. *A Unitholder who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at this deferred AGM via RPV must request his/her proxy to register himself/herself for RPV at TIIH Online website at <https://tiah.online>. Please follow the Procedures for RPV in the Administrative Details.*
9. *The Proxy Form appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarised certified copy of that power or authority, must be deposited at the office of Tricor Investor & Issuing House Services Sdn Bhd 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.*

10. *The Proxy Form circulated together with this Deferred And Amended Notice of Annual General Meeting dated 29 May 2020 ("**Revised Proxy Form**") shall SUPERSEDE the Proxy Form circulated together with the Notice of AGM dated 28 February 2020 ("**Initial Proxy Form**"). If you have deposited the Initial Proxy Form at the addresses in Note 9 above prior to the deferment of the 8th AGM, you will need to execute and deposit the Revised Proxy Form issued on 29 May 2020 in order to appoint proxy(ies).*

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a Unitholder (i) consents to the collection, use and disclosure of the Unitholder's personal data by the Manager and the Trustee (or their agents) for the purpose of processing and administering the proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Manager and the Trustee (or their agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the Purposes), (ii) warrants that where the Unitholder discloses the personal data of the Unitholder's proxy(ies) and/or representative(s) to the Manager and the Trustee (or their agents), the Unitholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Manager and the Trustee (or their agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Unitholder will indemnify the Manager and the Trustee in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Unitholder's breach of warranty.

Explanatory Notes:

1. Ordinary Resolution 1 – Proposed Authority

The Proposed Ordinary Resolution, if passed, would enable the Manager to allot and issue New Units from time to time provided that the aggregate number of the New Units to be issued during the Validity Period, when aggregated with the number of units issued during the preceding 12 months must not exceed 20% of the total number of units issued of CMMT for the time being comprising of 2,055,387,000 Units.

The Proposed Authority will allow the Manager the flexibility to allot and issue New Units to raise funds to finance future investments, acquisitions and capital expenditure to enhance the value of CMMT and/or to refinance existing debt as well as for working capital purposes, subject to the relevant laws and regulations. With the Proposed Authority, delays and further costs involved in convening separate general meetings to approve such issue of New Units to raise funds can be avoided.

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

2. Ordinary Resolution 2 – Proposed Renewal of Unit Buy-Back Mandate

Unitholders are advised to refer to the Statement to Unitholders dated 28 February 2020, which is available on CMMT website at www.cmmt.com.my for further information.

3. Ordinary Resolution 3 – Proposed Distribution Reinvestment Plan

Ordinary Resolution 3 proposed under Item 4 of the AGM agenda, if passed, will provide unitholders with an opportunity to reinvest their cash distribution, which includes interim, final, special or other cash distribution in New Units instead of receiving it in cash. In addition, the passing of the resolution will also give authority to the Board to issue New Units in respect of cash distributions to be declared, if any, under the Proposed DRP, until the conclusion of the next Annual General Meeting. A renewal of this authority will be sought at the subsequent Annual General Meeting.

The Board may, in its sole and absolute discretion, determine whether to offer Unitholders an option to reinvest such Distributions in New Units ("**Reinvestment Option**") and where applicable, the portion of such Distribution to which the Reinvestment Option applies ("**Electable Portion**"). 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 declared, the remaining portion of the Distribution ("**Non-Electable Portion**") will be paid in cash.

The authority given to issue New Units for the Ordinary Resolution 3 mentioned above unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of CMMT. Further information on Ordinary Resolution 3 is set out in the Circular to Unitholders dated 29 May 2020 which is made available together with the Deferred and Amended Notice of Annual General Meeting dated the same date.