

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

Bursa Malaysia Securities Berhad ("**Bursa Securities**") has not perused the contents of this Circular prior to its issuance as this Circular is an exempt document pursuant to Practice Note 18 of the Main Market Listing Requirements of Bursa Securities.

Bursa Securities takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.



CapitaLand Malaysia Mall Trust

(Established in Malaysia under the deed dated 7 June 2010 (as amended and restated by a deed dated 28 October 2020) entered into between CapitaLand Malaysia Mall REIT Management Sdn. Bhd. and MTrustee Berhad)

CIRCULAR TO UNITHOLDERS IN RELATION TO THE

PROPOSED AMENDMENTS TO THE FOURTH AMENDED AND RESTATED DEED DATED 28 OCTOBER 2020 BETWEEN CAPITALAND MALAYSIA MALL REIT MANAGEMENT SDN. BHD. AND MTRUSTEE BERHAD CONSTITUTING CAPITALAND MALAYSIA MALL TRUST ("FOURTH ARTD") PURSUANT TO THE PROPOSED EXPANSION OF CMMT'S INVESTMENT OBJECTIVE AND POLICY ("PROPOSED MANDATE EXPANSION")

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

Principal Adviser



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

The Two-Third Resolution (as defined in this Circular) pertaining to the proposed amendments to the Fourth ARTD will be tabled at the Extraordinary General Meeting ("**EGM**") of CapitaLand Malaysia Mall Trust ("**CMMT**"), which will be held on a **fully virtual basis** from the broadcast venue at 12th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia ("**Broadcast Venue**") on Monday, 14 June 2021 at 11.00 a.m. or any adjournment thereof.

The Notice of the EGM together with the Proxy Form are enclosed together with this Circular and are also available at the website of CMMT at www.cmmt.com.my. The Proxy Form must be deposited at the Poll Administrator office, Boardroom Share Registrars Sdn. Bhd. ("**Boardroom**") at Level G or 11th Floor, Menara Symphony, No.5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia or at its website at <https://boardroomlimited.my> ("**eProxy Lodgement**"), not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof, by hand or post; in default of this provision, the Proxy Form shall not be treated as valid.

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 EGM 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 virtual EGM via Remote Participation and Electronic Voting facilities ("**RPEV**") which will be made available via the online portal of Boardroom at <https://web.lumiagm.com>. Please follow the procedures in the Administrative Guide for the virtual EGM in order to Participate remotely.

This Circular is dated 21 May 2021

DEFINITIONS

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

Board	: Board of Directors of the Manager
Bursa Securities	: Bursa Malaysia Securities Berhad
CIMB or Principal Adviser	: CIMB Investment Bank Berhad
Circular	: This circular to the Unitholders dated 21 May 2021 in relation to the proposed amendments to the Fourth ARTD pursuant to the Proposed Mandate Expansion and Proposed Change of Names
CMMT	: CapitaLand Malaysia Mall Trust
Director(s)	: Director(s) of the Manager
EGM	: Extraordinary General Meeting
Fifth ARTD	: Supplementary deed to be entered into between the Manager and the Trustee, being the fifth amended and restated trust deed constituting CMMT, to reflect the Proposed Mandate Expansion and the Proposed Change of Names
Fourth ARTD	: Fourth Amended and Restated Deed dated 28 October 2020 between the Manager and the Trustee constituting CMMT which was registered with the SC on 25 November 2020
LPD	: 10 May 2021, being the latest practicable date prior to the printing of this Circular
Manager	: CapitaLand Malaysia Mall REIT Management Sdn. Bhd., being the Manager of CMMT
Proposed Change of Names	: Proposed change of name of CMMT and the Manager to “CapitaLand Malaysia Trust” and “CapitaLand Malaysia REIT Management Sdn. Bhd.”, respectively
Proposed Mandate Expansion	: Proposed expansion of CMMT’s investment objective and policy which is detailed in Section 2 of this Circular
RM and sen	: Ringgit Malaysia and sen, respectively
SC	: Securities Commission Malaysia
Trustee	: MTrustee Berhad, being the trustee of CMMT
Two-Third Resolution	: A resolution passed at a meeting of the Unitholders duly convened and held in accordance with the Fourth ARTD requiring a majority consisting of more than two-thirds (2/3) of the persons voting at the meeting by a poll
Unitholder(s)	: Unitholder(s) of CMMT

DEFINITIONS (*cont'd*)

Words denoting the singular shall, where applicable, include the plural and *vice versa*. Words denoting the masculine gender shall, where applicable, include the feminine and neutral gender and *vice versa*. Any references 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 indicated.

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

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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 28 October 2020) entered into between CapitaLand Malaysia Mall REIT Management Sdn. Bhd. and MTrustee Berhad)

Registered Office of the Manager:

Unit No. 1-27, Level 27, Naza Tower
No. 10, Persiaran KLCC
50088 Kuala Lumpur
Malaysia

21 May 2021

Board of the Manager:

Mr David Wong Chin Huat (*Chairman and Non-Executive Independent Director*)
Ms Low Peck Chen (*Chief Executive Officer and Executive Non-Independent Director*)
Tuan Haji Rosli bin Abdullah (*Non-Executive Independent Director*)
Encik Mohd Yusof bin Hussian (*Non-Executive Independent Director*)
Mr Lui Chong Chee (*Non-Executive Independent Director*)
Mr Tan Boon Peng (*Non-Executive Independent Director*)
Mr Jonathan Yap Neng Tong (*Non-Executive Non-Independent Director*)
Mr Lim Cho Pin Andrew Geoffrey (*Non-Executive Non-Independent Director*)

To: The Unitholders

Dear Sir / Madam,

PROPOSED MANDATE EXPANSION AND PROPOSED CHANGE OF NAMES

1. INTRODUCTION

On 18 May 2021, CIMB had, on behalf of the Board, announced that the Board proposes to undertake the following:

- (i) the expansion of CMMT's investment objective and policy, which will include investments in other asset classes, namely commercial, office and industrial in order to enable CMMT to widen its investment opportunities and to diversify its revenue stream; and
- (ii) ancillary to the Proposed Mandate Expansion, the names of CMMT and the Manager are also proposed to be changed to "CapitaLand Malaysia Trust" and "CapitaLand Malaysia REIT Management Sdn. Bhd.", respectively.

Following the Proposed Mandate Expansion and the Proposed Change of Names, the Manager will be required to enter into the Fifth ARTD with the Trustee.

The formalisation of the Fifth ARTD will allow CMMT to formally adopt the Proposed Mandate Expansion and the Proposed Change of Names. The details and rationale of the Proposed Mandate Expansion and the Proposed Change of Names are set out in Sections 2 and 3 of this Circular, respectively.

Further details of the Proposed Mandate Expansion and the Proposed Change of Names are set out in the ensuing sections of this Circular.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION ON THE PROPOSED MANDATE EXPANSION AS WELL AS TO SEEK YOUR APPROVAL FOR THE TWO-THIRD RESOLUTION PERTAINING TO THE PROPOSED MANDATE EXPANSION TO BE TABLED AT THE FORTHCOMING EGM. THE NOTICE OF EGM AND THE PROXY FORM ARE ENCLOSED TOGETHER WITH THIS CIRCULAR AND ARE ALSO AVAILABLE AT THE WEBSITE OF CMMT AT www.cmmt.com.my.

YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDIX CONTAINED HEREIN BEFORE VOTING ON THE TWO-THIRD RESOLUTION PERTAINING TO THE PROPOSED MANDATE EXPANSION TO BE TABLED AT THE FORTHCOMING EGM.

2. DETAILS OF THE PROPOSED MANDATE EXPANSION AND THE PROPOSED CHANGE OF NAMES

The Manager proposes to amend the Fourth ARTD by entering into the Fifth ARTD. The details of the Proposed Mandate Expansion to be amended in the Fourth ARTD are as follows:

Existing provisions	Proposed amendments
“1.1 Definitions Land includes land of any tenure whether or not held apart from the surface, and buildings or parts of buildings or structure (whether completed or otherwise and whether divided horizontally, vertically or in any other manner) erected on land and tenements and hereditaments, corporeal and incorporeal and any estate and/or interest in any estate.”	“1.1 Definitions Land includes land of any tenure, <u>and all things that are natural part of the land as well as things attached to the land both below and above the ground,</u> whether or not held apart from the surface, and buildings or parts of buildings or structure (whether completed or otherwise and whether divided horizontally, vertically or in any other manner) erected on land and tenements and hereditaments, corporeal and incorporeal and any estate and/or interest in any estate, <u>but excludes mineral, or oil and gas assets and resources.</u> ”

Existing provisions	Proposed amendments
<p>“1.1 Definitions Real Estate</p> <p>Land and any interest or option or other right of use, possession and/or occupation, or other right in or over any Land (other than security interest arising under a mortgage, lien or other security) whether located in or outside of Malaysia, which is a relevant retail property. In the context of this definition “relevant retail property” refers to:</p> <p>(a) a stand-alone retail asset, property or development of any size which shall include the retail component in a development where such retail component is or is proposed to be comprised in one or more lots in a strata title plan or proposed strata title plan (or its equivalent in the relevant jurisdiction); and/or</p> <p>(b) a mixed-use or integrated asset, property or development where:</p> <p>(i) at least sixty five point zero per centum (65.0%) of the gross floor area of such completed or proposed to be completed asset, property or development is or is proposed to be sold or leased for retail use;</p> <p>(ii) at least sixty five point zero per centum (65.0%) of its rental income is or is proposed to be derived from retail tenants; or</p> <p>(iii) at least sixty five point zero per centum (65.0%) of the value of the asset, property or development (being the total amount invested or to be invested in such asset, property or development) is allocable to the retail component;</p> <p>(c) if applicable, the securities or equity, beneficial or other ownership interests, in a Special Purpose Vehicle.”</p>	<p>“1.1 Definitions Real Estate</p> <p><u>means</u> Land and <u>includes</u> any <u>rights</u>, interests, or options, <u>benefits</u> or other right of use, possession and/or occupation, or other right in or over any Land (other than security interest arising under a mortgage, lien or other security) whether located in or outside of Malaysia. <u>In the context of this definition, Real Estate includes securities or equity, beneficial or other ownership interests, in a Special Purpose Vehicle, if applicable.</u> which is a relevant retail property. In the context of this definition “relevant retail property” refers to:</p> <p>a stand-alone retail asset, property or development of any size which shall include the retail component in a development where such retail component is or is proposed to be comprised in one or more lots in a strata title plan or proposed strata title plan (or its equivalent in the relevant jurisdiction); and/or</p> <p>(a) a mixed-use or integrated asset, property or development where:</p> <p>(i) at least sixty five point zero per centum (65.0%) of the gross floor area of such completed or proposed to be completed asset, property or development is or is proposed to be sold or leased for retail use;</p> <p>(ii) at least sixty five point zero per centum (65.0%) of its rental income is or is proposed to be derived from retail tenants; or</p> <p>(iii) at least sixty five point zero per centum (65.0%) of the value of the asset, property or development (being the total amount invested or to be invested in such asset, property or development) is allocable to the retail component;</p> <p>(b) if applicable, the securities or equity, beneficial or other ownership interests, in a Special Purpose Vehicle.”</p>

Existing provisions	Proposed amendments
<p>“2.4 Objective and Investment Policy of the Trust</p> <p>The investment objective of the Trust is to invest, on a long-term basis, in a portfolio of income-producing Real Estate located primarily in Malaysia or such other Non-Real Estate investments, as may be permitted under the REIT Guidelines or by the SC, with a view to provide Unitholders with long-term and sustainable distributions of income and potential capital growth.”</p>	<p>“2.4 Objective and Investment Policy of the Trust</p> <p>The investment objective of the Trust is to invest, on a long-term basis, in a portfolio of income-producing Real Estate located primarily in Malaysia <u>as deemed fit by the Manager, that are used for retail, commercial, office and industrial purposes (“Foregoing Purposes”)</u> or such other Non-Real Estate investments as may be permitted under the REIT Guidelines or by the SC, with a view to provide Unitholders with long-term and sustainable distributions of income and potential capital growth. <u>In relation to the Foregoing Purposes, it shall include but shall not be limited to business parks, logistics facilities, warehouses, distribution centres, data centres and integrated developments.”</u></p>

Ancillary to the Proposed Mandate Expansion being implemented, the proposed new name of CMMT will be changed from “CapitaLand Malaysia Mall Trust” to “CapitaLand Malaysia Trust” and the proposed new name of the Manager will be changed from “CapitaLand Malaysia Mall REIT Management Sdn. Bhd.” to “CapitaLand Malaysia REIT Management Sdn. Bhd.” to reflect CMMT’s expanded investment objective and policy. Consequently, the names of CMMT and the Manager, wherever it appears in the Fourth ARTD, will be amended accordingly in the Fifth ARTD.

Save for the Proposed Mandate Expansion, the Proposed Change of Names and any other necessary amendments to update the Fifth ARTD, the remaining provisions of the Fourth ARTD shall remain the same.

3. **RATIONALE FOR THE PROPOSED MANDATE EXPANSION AND THE PROPOSED CHANGE OF NAMES**

The Manager is 70.00% owned by CapitaLand Investment Management Limited (formerly known as CapitaLand Financial Ltd.) and 30.00% owned by Malaysian Industrial Development Finance Berhad. CapitaLand Investment Management Limited is a wholly owned subsidiary of CapitaLand Limited (“**CapitaLand**”).

CapitaLand is one of Asia's largest real estate companies headquartered and listed in Singapore. It owns and manages a global portfolio worth about SGD132.5 billion as at 31 December 2020. CapitaLand’s portfolio spans across diversified real estate classes which includes commercial, retail, business parks, industrial and logistics, integrated developments, urban developments, as well as lodging and residential. CapitaLand has one of the largest real estate investment management businesses globally. It manages six listed real estate investment trust (REITs) and business trusts as well as over 20 private funds.

In Malaysia, CapitaLand's portfolio includes residential, retail, lodging and business park. CapitaLand is the co-developer of Nusajaya Tech Park, a 210-hectare business park located in Iskandar Malaysia, Johor. When fully completed, Nusajaya Tech Park will provide 9 million square feet of business space for 200 enterprises, with lifestyle amenities supporting a vibrant business community.

With the Proposed Mandate Expansion, CMMT will be better positioned for growth as it leverages on CapitaLand's expertise and will gain exposure to expanded asset classes. This will enhance the Manager's ability to provide sustainable returns to the Unitholders in the long term. The Manager is keen to be able to tap into and leverage on CapitaLand's established track record and capabilities in investing, owning and operating a wide and deep portfolio of property assets encompassing the commercial, office and industrial sectors.

In particular, the Proposed Mandate Expansion is expected to provide the following key benefits:

(i) Expand investment opportunities

Broaden CMMT's investment strategy, which in turn, enables CMMT to explore other asset classes and pivot itself into new economy sectors beyond the retail sector, resulting in a larger pool of investment targets covering properties used for commercial, office and industrial purposes, including but not limited to the foregoing purposes, business parks, logistics facilities, warehouses, distribution centres, data centres and integrated developments, with potential attractive yields and/or capital appreciation which enhances CMMT's ability to grow its portfolio and increase long-term return for Unitholders.

In order for the Manager to take advantage of these opportunities, it will require the flexibility to invest in a comprehensive range of real estate assets across various asset classes.

(ii) Sector, revenue stream, asset and tenant diversification

CMMT's involvement in income producing retail, commercial, office and industrial assets will enable the Manager to diversify CMMT's revenue stream to build a sector-diversified portfolio. In addition, CMMT would gain exposure to a more extensive and broader pool of tenants across various sectors, and hence reduce tenant concentration risk.

(iii) Enhance ability to deliver stable and sustainable distribution to Unitholders

The addition of the abovementioned real estate classes with varying rental growth, lease expiry profile and other market specific factors will provide CMMT a more balanced and stable rental revenue, which in turn, enhance CMMT's ability to deliver stable and sustainable distributions to its Unitholders.

A diversified portfolio of assets will benefit CMMT in the long run as it enhances the resiliency of its portfolio and be less susceptible to unprecedented adverse events and unforeseeable external-led events and factors.

The Proposed Change of Names is a consequence of the Proposed Mandate Expansion in order for CMMT's and the Manager's names to be more reflective of CMMT's amended investment objective and policy.

4. EFFECTS OF THE PROPOSED MANDATE EXPANSION AND THE PROPOSED CHANGE OF NAMES

The Proposed Mandate Expansion and the Proposed Change of Names will not have any effect on CMMT's total number of units in issue, the net assets per unit, gearing, earnings per unit and the unitholdings of the substantial Unitholders.

5. APPROVALS REQUIRED

The Proposed Mandate Expansion is subject to the following approvals being obtained:-

- (i) the approval from the Unitholders by way of a Two-Third Resolution at a Unitholders' meeting to be convened; and
- (ii) the approvals, consents or waivers of any other relevant authorities and/or parties, if required.

The Proposed Change of Names does not require the approval of the Unitholders. Pursuant to Section 295(4)(b) of the Capital Markets and Services Act 2007, the Manager and the Trustee have certified that the Proposed Change of Names and any other necessary amendments to update the Fifth ARTD do not materially prejudice the interests of the Unitholders and do not operate to release the Manager and the Trustee (as the case may be) from any responsibility to the Unitholders.

Upon obtaining the Unitholders' approval for the Proposed Mandate Expansion, the Manager and the Trustee will enter into the Fifth ARTD to formalise the Proposed Mandate Expansion and to reflect the Proposed Change of Names, and the Fifth ARTD will be submitted to the SC for registration and its lodgement thereafter. The Fifth ARTD will be effective upon its registration with the SC.

The Proposed Change of Names will only be effected in the event the Proposed Mandate Expansion is formalised and not vice versa. The Proposed Mandate Expansion and the Proposed Change of Names are not conditional upon any other proposals which has been announced by CMMT but not completed yet.

6. OTHER CORPORATE EXERCISES ANNOUNCED BUT PENDING COMPLETION

Save for the Proposed Mandate Expansion (which is the subject matter of this Circular) and the Proposed Change of Names, the Board confirms that there is no other corporate exercise that has been announced by CMMT but pending completion as at the LPD.

7. INTERESTS OF THE MANAGER, TRUSTEE, DIRECTORS AND MAJOR SHAREHOLDERS OF THE MANAGER, MAJOR UNITHOLDERS AND/OR PERSONS CONNECTED WITH THEM

The Manager, the Trustee, the Directors of the Manager, major shareholders of the Manager, major unitholders of CMMT and/or persons connected to them do not have any interest, whether directly or indirectly, in the Proposed Mandate Expansion. All Unitholders will equally benefit from the Proposed Mandate Expansion. As a result of the implementation of the Proposed Mandate Expansion, the Manager will be accorded the flexibility to invest in a comprehensive range of real estate assets across various asset classes.

The Manager will not vote on the resolution relating to the Proposed Mandate Expansion as doing so is prohibited under Clause 6.2 of the Fourth ARTD 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 unitholders’ meeting, regardless of the party who requested for the meeting and the matter or matters that are laid before the meeting”.

8. BOARD’S STATEMENT AND RECOMMENDATION

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

Accordingly, the Board recommends that the Unitholders **VOTE IN FAVOUR** of the Two-Third Resolution pertaining to the Proposed Mandate Expansion at the EGM of CMMT to be convened.

9. ADVISER

The Manager has appointed CIMB as Principal Adviser for the Proposed Mandate Expansion.

10. ESTIMATED TIMEFRAME FOR COMPLETION

Barring any unforeseen circumstances and subject to the receipt of the necessary approvals as stated in Section 5 of this Circular, the Proposed Mandate Expansion is expected to be completed by the 3rd quarter of 2021.

11. EGM

The EGM which will be held on a **fully virtual basis** from the broadcast venue at 12th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia (“**Broadcast Venue**”) on Monday, 14 June 2021 at 11.00 a.m. or any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, amongst others, the Two-Third Resolution to give effect to the Proposed Mandate Expansion.

The Notice of the EGM together with the Proxy Form are enclosed with this Circular and are also available at the website of CMMT at www.cmmt.com.my. Should a Unitholder wish to appoint a proxy or attorney or authorised representative, the Proxy Form must be deposited at the Poll Administrator office, Boardroom Share Registrars Sdn. Bhd. (“**Boardroom**”) at Level G or 11th Floor, Menara Symphony, No.5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia or at its website at <https://boardroomlimited.my> (“**eProxy Lodgement**”), not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof, by hand or post; in default of this provision, the Proxy Form shall not be treated as valid.

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 required the Chairperson of the meeting to be present at the main venue of the meeting. Unitholders WILL NOT BE ALLOWED to attend the EGM 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 virtual EGM via Remote Participation and Electronic Voting facilities (“**RPEV**”) which will be made available via the online portal of Boardroom at <https://web.lumiagm.com>. Please follow the procedures in the Administrative Guide for the virtual EGM in order to Participate remotely.

12. FURTHER INFORMATION

Unitholders are advised to refer to the appendix 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

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 given in this Circular and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts or misleading statements, or omission of other facts which would make any statement herein false or misleading.

2. CONSENT AND DECLARATION OF CONFLICT OF INTERESTS

CIMB, being our Principal Adviser for the Proposed Mandate Expansion, 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 Mandate Expansion. 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 RM448.68 million to CMMT, through the Trustee in its capacity as trustee of CMMT, and CMMT has an outstanding amount of approximately RM374.28 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 Mandate Expansion 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 2020 of approximately RM55.93 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 31 March 2021, 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	355

(ii) Contingent Liabilities

As at 31 March 2021, 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 relating to the Proposed Mandate Expansion 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, Naza Tower, No. 10, Persiaran KLCC, 50088 Kuala Lumpur, Malaysia during normal business hours from the date of this Circular up to and including the date of the EGM:-

- (a) the Fourth ARTD;
- (b) the draft of the Fifth ARTD;
- (c) the audited consolidated financial statements of CMMT for the FYE 31 December 2019 and FYE 31 December 2020 and its latest unaudited condensed consolidated financial statements for the 3-month financial period ended 31 March 2021; and
- (d) the letter of consent and declaration of conflict of interests referred to in **Section 2** of this **Appendix I**.



CAPITALAND MALAYSIA MALL TRUST

(Established in Malaysia under the deed dated 7 June 2010 (as amended and restated by a deed dated 28 October 2020) entered into between CapitaLand Malaysia Mall REIT Management Sdn. Bhd. and MTrustee Berhad)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting ("**EGM**") of the holders of units ("**Unitholders**") of CapitaLand Malaysia Mall Trust ("**CMMT**") will be held on a fully virtual basis through live streaming via Remote Participation and Electronic Voting facilities ("**RPEV**") from the broadcast venue at 12th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia (the "**Broadcast Venue**") on Monday, 14 June 2021 at 11.00 a.m. or any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following resolution:-

TWO-THIRD RESOLUTION

PROPOSED AMENDMENTS TO THE FOURTH AMENDED AND RESTATED DEED OF CMMT DATED 28 OCTOBER 2020 PURSUANT TO THE PROPOSED MANDATE EXPANSION

"THAT subject to the requisite approval being obtained, approval be and is hereby given to the Directors of CapitaLand Malaysia Mall REIT Management Sdn. Bhd., as manager of CMMT ("**Manager**") to alter, modify, add and/or delete the provisions in the Fourth Amended and Restated Deed dated 28 October 2020 between the Manager and MTrustee Berhad ("**Trustee**") constituting CMMT, in the manner as set out in Section 2 of the Circular to Unitholders dated 21 May 2021 pursuant to the Proposed Mandate Expansion;

AND THAT the Directors of the Manager and Trustee be and are hereby authorised to sign and execute all documents, including but not limited to a supplementary deed to effect the Proposed Mandate Expansion, with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and to do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Mandate Expansion."

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

21 May 2021

Notes:

1. *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.*
2. *Unitholders/proxies/Corporate Representatives WILL NOT BE ALLOWED TO BE PHYSICALLY PRESENT nor will they be admitted at the Broadcast Venue on the day of the meeting.*
3. *Unitholders are to participate, pose questions to the Board (via real time submission of typed texts) and vote remotely at the virtual EGM via RPEV facilities which will be made available via the online portal of Boardroom Share Registrars Sdn. Bhd. ("**Boardroom**") at <https://web.lumiagm.com>. Please read these Notes carefully and follow the Procedures in the Administrative Guide for the virtual EGM in order to participate remotely.*
4. *Only Unitholders whose names appear in the Record of Depositors on 9 June 2021 are entitled to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote at the virtual EGM.*
5. *A Unitholder may attend the EGM in person or appoint up to two proxies to attend the EGM 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).*
6. *On a poll, every Unitholder who is present in person or by proxy/proxies has one vote for every Unit held by him.*
7. *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.*
8. *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.*
9. *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 authorized officer or attorney duly authorised by a valid instrument.*
10. *A Unitholder who has appointed a proxy or attorney or authorised representative to attend, participate, speak (including posing questions to the Board via real time submission of typed texts) and vote remotely at this virtual EGM via RPEV facilities must request his/her proxy to register himself/herself for RPEV facilities at <https://boardroomlimited.my>. Please follow the Procedures in the Administrative Guide for the virtual EGM in order to participate remotely.*
11. *The Proxy Form appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Poll Administrator office, Boardroom Share Registrars Sdn. Bhd. at Level G or 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia or at its website at <https://boardroomlimited.my> ("**eProxy Lodgement**"), not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof; in default of this provision, the Proxy Form shall not be treated as valid. Please refer to the Administrative Details for the virtual EGM for the steps on the eProxy Lodgement.*

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote at the virtual EGM 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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:**Two-Third Resolution**

The Two-Third Resolution, if passed, would enable the Manager to alter, modify, add and/or delete the provisions in the Fourth Amended and Restated Deed dated 28 October 2020 between the Manager and MTrustee Berhad constituting CMMT, in the manner as set out in the Circular to the unitholders of CMMT dated 21 May 2021 pursuant to the Proposed Mandate Expansion.

CAPITALAND MALAYSIA MALL TRUST

Established in Malaysia under the trust deed dated 7 June 2010 (as amended and restated on 28 October 2020) entered into between CapitaLand Malaysia Mall REIT Management Sdn. Bhd. (200801018055 (819351-H)) and MTrustee Berhad (198701004362 (163032-V))

PROXY FORM

Extraordinary General Meeting

IMPORTANT:

Personal Data Privacy

By submitting an instrument appointing proxy(ies) and/or representative(s), the Unitholder accepts and agrees to the personal data privacy terms set out in the Notice of Extraordinary General Meeting dated 21 May 2021.

I/We, _____ (Name(s) and NRIC no./Passport no./Company Registration no.) of _____ (Address) being a unitholder/unitholders of CapitaLand Malaysia Mall Trust ("CMMT"), hereby appoint:

Name:	NRIC/Passport No.:	Proportion of Unitholdings	
		No. of Units	%
Address:			

and/or (delete as appropriate)

Name:	NRIC/Passport No.:	Proportion of Unitholdings	
		No. of Units	%
Address:			

or, failing whom, the Chairman of the Extraordinary General Meeting, as my/our proxy/proxies to attend and to vote for me/us on my/our behalf at the Extraordinary General Meeting of CMMT ("EGM") to be held entirely on a fully virtual basis through live streaming via Remote Participation and Electronic Voting facilities ("RPEV") on Monday, 14 June 2021 at 12th Floor, Menara Symphony, No 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia ("Broadcast Venue") at 11.00 a.m., and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against the resolutions to be proposed at the EGM as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/her/their discretion, as he/she/they may on any other matter arising at the EGM.

No.	Two-Third Resolution:	For*	Against*
1.	Proposed Mandate Expansion		

* If you wish to exercise all your votes "For" or "Against", please tick [✓] within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this _____ day of _____ 2021

Total number of units held

Signature of unitholder(s) / Common Seal[^]

[^] Where the Proxy Form is executed by a corporation, it shall be either under its Common Seal or under the hand of an attorney or an officer on behalf of the corporation duly authorised, and a certified true copy (by the Company Secretary) of the power of attorney or of the board resolution of that corporation appointing such officer, shall be deposited with the Poll Administrator together with the Proxy Form.



IMPORTANT: PLEASE READ THE NOTES TO PROXY FORM BELOW

Notes to Proxy Form:

1. 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.
2. Unitholders/proxies/Corporate Representatives WILL NOT BE ALLOWED TO BE PHYSICALLY PRESENT nor will they be admitted at the Broadcast Venue on the day of the meeting.
3. Unitholders are to participate, pose questions to the Board (via real time submission of typed texts) and vote remotely at the virtual EGM via RPEV facilities which will be made available via the online portal of Boardroom Share Registrars Sdn. Bhd. ("**Boardroom**") at <https://web.lumiagm.com>. Please read these Notes carefully and follow the Procedures in the Administrative Guide for the virtual EGM in order to participate remotely.
4. Only Unitholders whose names appear in the Record of Depositors on 9 June 2021 are entitled to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote at the virtual EGM.
5. A Unitholder may attend the EGM in person or appoint up to two proxies to attend the EGM 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).
6. On a poll, every Unitholder who is present in person or by proxy/proxies has one vote for every Unit held by him.
7. 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.

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AFFIX
STAMP

BOARDROOM SHARE REGISTRARS SDN. BHD.

11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13, 46200 Petaling Jaya
Selangor Darul Ehsan, Malaysia

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8. 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.
9. 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 authorized officer or attorney duly authorised by an valid instrument.
10. A Unitholder who has appointed a proxy or attorney or authorised representative to attend, participate, speak (including posing questions to the Board via real time submission of typed texts) and vote remotely at this virtual EGM via RPEV facilities must request his/her proxy to register himself/herself for RPEV facilities at <https://boardroomlimited.my>. Please follow the Procedures in the Administrative Guide for the virtual EGM in order to participate remotely.
11. The Proxy Form appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Poll Administrator office, Boardroom Share Registrars Sdn. Bhd. at Level G or 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia or at its website at <https://boardroomlimited.my> ("**eProxy Lodgement**"), not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof; in default of this provision, the Proxy Form shall not be treated as valid. Please refer to the Administrative Details for the virtual EGM for the steps on the eProxy Lodgement.

General

The Manager shall be entitled to reject any Proxy Form, which is incomplete, improperly completed, illegible, or where the true intentions of the appointor are not ascertainable from the Proxy Form submitted. The Manager may reject any Proxy Form if the Unitholder, being the appointor, is not shown to have Units entered against his/her name in the Record of Depositors as at 9 June 2021.

Fold This Flap For Sealing