



**CAPITALAND COMMERCIAL TRUST**

(Constituted in the Republic of Singapore pursuant to a trust deed dated 6 February 2004 (as amended))

**ANNOUNCEMENT**

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**ELECTRONIC DESPATCH OF SCHEME DOCUMENT AND  
ALTERNATIVE ARRANGEMENTS RELATING TO EXTRAORDINARY GENERAL MEETING  
AND TRUST SCHEME MEETING TO BE HELD ON 29 SEPTEMBER 2020**

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**1. BACKGROUND**

CapitaLand Commercial Trust Management Limited (the "**CCT Manager**"), as manager of CapitaLand Commercial Trust ("**CCT**"), refers to:

- (a) the joint announcement dated 22 January 2020 (the "**Joint Announcement**") issued by the CCT Manager and CapitaLand Mall Trust Management Limited, as manager of CapitaLand Mall Trust ("**CMT**"), in relation to the proposed merger (the "**Merger**") of CMT and CCT through the acquisition by CMT of all the issued and paid-up CCT Units by way of a trust scheme of arrangement (the "**Trust Scheme**"), to be effected in accordance with the Singapore Code on Take-overs and Mergers;
- (b) the COVID-19 (Temporary Measures) Act 2020 passed by Parliament on 7 April 2020 which enables the Minister for Law by order to prescribe alternative arrangements for listed entities in Singapore to, *inter alia*, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means;
- (c) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the "**COVID-19 Alternative Meetings Order**") which was gazetted on 13 April 2020 (as amended), and which sets out the alternative arrangements in respect of, *inter alia*, general meetings of real estate investment trusts;
- (d) the order of the Court dated 17 March 2020 convening the Trust Scheme Meeting and the order of the Court dated 12 August 2020 containing further orders in relation to the conduct of the Trust Scheme Meeting (collectively, the "**Trust Scheme Meeting Court Orders**"); and

- (e) the announcement dated 31 August 2020 issued by the CCT Manager in relation to the receipt of approval-in-principle from the SGX-ST for the delisting of CCT from the Official List of the SGX-ST, subject to the Trust Scheme becoming effective.

Unless otherwise defined, all capitalised terms used and not defined herein shall have the same meanings given to them in the Joint Announcement.

## 2. ELECTRONIC DESPATCH OF SCHEME DOCUMENT

### 2.1 Electronic Despatch of Scheme Document

The CCT Manager wishes to announce that it has today despatched to CCT Unitholders a scheme document (the "**Scheme Document**") dated 4 September 2020 by electronic means via publication on the website of the SGX-ST at [www.sgx.com/securities/company-announcements](http://www.sgx.com/securities/company-announcements) and the website of CCT at [https://cct.listedcompany.com/agm\\_egm.html](https://cct.listedcompany.com/agm_egm.html).

The Scheme Document contains, *inter alia*, the following:

- (a) details of the CCT Trust Deed Amendments;
- (b) details of the Merger and the Trust Scheme, including the recommendation of the CCT Independent Directors and the advice of the CCT IFA in relation to the Trust Scheme;
- (c) the notice of the extraordinary general meeting of CCT Unitholders (the "**Extraordinary General Meeting**") to be convened and held by way of electronic means on Tuesday, 29 September 2020, at 2.00 p.m. (Singapore time), for the purpose of considering, and if thought fit, passing with or without modifications, the CCT Trust Deed Amendments Resolution; and
- (d) the notice of the Trust Scheme Meeting, to be convened and held by way of electronic means on Tuesday, 29 September 2020, at 2.30 p.m. (Singapore time) (or in the event that the Extraordinary General Meeting concludes before 2.30 p.m., as soon thereafter following the conclusion of the Extraordinary General Meeting), for the purpose of considering and, if thought fit, passing, with or without modifications, the Trust Scheme Resolution.

### 2.2 Electronic Copies of Scheme Document

In line with the current COVID-19 restriction orders in Singapore, **no printed copies of the Scheme Document will be despatched to CCT Unitholders.**

Printed copies of the notice of the Extraordinary General Meeting, the notice of the Trust Scheme Meeting, the proxy form for the Extraordinary General Meeting (the "**Proxy Form A (EGM)**") and the proxy form for the Trust Scheme Meeting (the "**Proxy Form B (Trust Scheme Meeting)**") will still be despatched to CCT Unitholders (collectively, the "**Notices and Proxy Forms**").

Electronic copies of the Scheme Document (enclosing the notice of the Extraordinary General Meeting and the notice of the Trust Scheme Meeting), the Proxy Form A (EGM) and the Proxy Form B (Trust Scheme Meeting) are available on:

- (a) the website of the SGX-ST at [www.sgx.com/securities/company-announcements](http://www.sgx.com/securities/company-announcements); and
- (b) the website of CCT at [https://cct.listedcompany.com/agm\\_egm.html](https://cct.listedcompany.com/agm_egm.html).

A CCT Unitholder will need an internet browser and PDF reader to view these documents on the websites of the SGX-ST and CCT.

### **2.3 Request for Printed Copies of Scheme Document**

CCT Unitholders may obtain printed copies of the Scheme Document by completing and returning the request form accompanying the Notices and Proxy Forms to the CCT Manager by **Monday, 14 September 2020**. A printed copy of the Scheme Document will be sent to the address in Singapore specified by the CCT Unitholder at his/her own risk.

### **2.4 Overseas CCT Unitholders**

A CCT Unitholder whose registered address (as recorded on the register of CCT Unitholders or in the records maintained by The Central Depository (Pte) Limited for the service of notice and documents) is outside of Singapore (an "**Overseas CCT Unitholder**") may write in to CCT's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623, to request for the Scheme Document and any related documents to be sent to an address in Singapore by ordinary post at his/her own risk, up to three Market Days<sup>1</sup> prior to the date of the Extraordinary General Meeting and the Trust Scheme Meeting.

It is the responsibility of any Overseas CCT Unitholder who wishes to request for the Scheme Document and any related documents or participate in the Trust Scheme to satisfy himself/herself as to the full observance of the laws of the relevant jurisdiction in connection with the Trust Scheme, including the obtaining of any governmental or other consent which may be required, and compliance with all necessary formalities or legal requirements. In requesting for the Scheme Document and any related documents or participating in the Trust Scheme, the Overseas CCT Unitholder represents and warrants to the CCT Trustee, the CMT Trustee, the CCT Manager and the CMT Manager that he/she is in full observance of the laws of the relevant jurisdiction in that connection, and that he/she is in full compliance with all necessary formalities or legal requirements.

**Overseas CCT Unitholders who are in doubt as to their positions should consult their own professional advisers in the relevant jurisdictions.**

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<sup>1</sup> A "**Market Day**" is a day on which the SGX-ST is open for the trading of securities.

### **3. DATE, TIME AND CONDUCT OF THE EXTRAORDINARY GENERAL MEETING**

The CCT Manager wishes to announce that pursuant to the COVID-19 Alternative Meetings Order, the Extraordinary General Meeting will be convened and held by way of electronic means on **Tuesday, 29 September 2020 at 2.00 p.m. (Singapore time)**.

The CCT Manager's Chairman, Mr Soo Kok Leng, and Chief Executive Officer, Mr Chee Tien Jin Kevin, will conduct the proceedings of the Extraordinary General Meeting. The CCT Manager will endeavour to address all substantial and relevant questions received in advance of the Extraordinary General Meeting from CCT Unitholders, prior to or during the Extraordinary General Meeting. The CCT Manager will publish the responses to the substantial and relevant questions which the CCT Manager is unable to address during the Extraordinary General Meeting, on the SGXNET and on the website of CCT prior to the Extraordinary General Meeting. The CCT Manager will publish the minutes of the Extraordinary General Meeting on the SGXNET and on the website of CCT, and the minutes will include the responses to the substantial and relevant questions which are addressed during the Extraordinary General Meeting.

CCT Unitholders will not be able to ask questions at the Extraordinary General Meeting "live" during the audio-visual webcast or audio stream, and therefore it is important for CCT Unitholders who wish to ask questions to submit their questions in advance of the Extraordinary General Meeting.

### **4. DATE, TIME AND CONDUCT OF THE TRUST SCHEME MEETING**

The CCT Manager wishes to announce that pursuant to the Trust Scheme Meeting Court Orders, the Trust Scheme Meeting will be convened and held by way of electronic means on **Tuesday, 29 September 2020 at 2.30 p.m. (Singapore time)** (or in the event that the Extraordinary General Meeting concludes before 2.30 p.m., as soon thereafter following the conclusion of the Extraordinary General Meeting).



Pursuant to the Trust Scheme Meeting Court Orders, Mr. Soo Kok Leng, or failing him, any director of the CCT Manager, shall act as Chairman of the Trust Scheme Meeting and the Court has further directed the Chairman of the Trust Scheme Meeting to report the results thereof to the Court. The CCT Manager will endeavour to address all substantial and relevant questions received in advance of the Trust Scheme Meeting from CCT Unitholders, prior to or during the Trust Scheme Meeting. The CCT Manager will publish the responses to the substantial and relevant questions which the CCT Manager is unable to address during the Trust Scheme Meeting, on the SGXNET and on the website of CCT prior to the Trust Scheme Meeting. The CCT Manager will publish the minutes of the Trust Scheme Meeting on the SGXNET and on the website of CCT, and the minutes will include the responses to the substantial and relevant questions which are addressed during the Trust Scheme Meeting.

CCT Unitholders will not be able to ask questions at the Trust Scheme Meeting "live" during the audio-visual webcast or audio stream, and therefore it is important for CCT Unitholders who wish to ask questions to submit their questions in advance of the Trust Scheme Meeting.

## 5. NOTICES AND PROXY FORMS

Printed copies of the Notices and Proxy Forms will be despatched to CCT Unitholders. The Notices and Proxy Forms are also available on the website of the SGX-ST at [www.sgx.com/securities/company-announcements](http://www.sgx.com/securities/company-announcements) and on the website of CCT at [https://cct.listedcompany.com/agm\\_egm.html](https://cct.listedcompany.com/agm_egm.html).

CCT Unitholders can also scan the QR Codes below to access the Proxy Form A (EGM) and the Proxy Form B (Trust Scheme Meeting):

Proxy Form A (EGM)	Proxy Form B (Trust Scheme Meeting)
	

## 6. NO PERSONAL ATTENDANCE AT THE EXTRAORDINARY GENERAL MEETING AND/OR TRUST SCHEME MEETING

Due to the current COVID-19 restriction orders in Singapore, **CCT Unitholders will not be able to attend the Extraordinary General Meeting and/or the Trust Scheme Meeting in person.**

## 7. ALTERNATIVE ARRANGEMENTS FOR PARTICIPATION IN THE EXTRAORDINARY GENERAL MEETING AND/OR THE TRUST SCHEME MEETING

CCT Unitholders, CPFIS Investors and SRS Investors may participate in the Extraordinary General Meeting and/or the Trust Scheme Meeting by:

- (a) observing and/or listening to the Extraordinary General Meeting proceedings and/or the Trust Scheme Meeting proceedings via live audio-visual webcast or live audio-only stream;
- (b) submitting questions in advance of the Extraordinary General Meeting and/or the Trust Scheme Meeting; and/or
- (c) appointing the Chairman of the Extraordinary General Meeting and/or the Trust Scheme Meeting (as the case may be) as proxy to attend, speak and vote on their behalf at the Extraordinary General Meeting and/or the Trust Scheme Meeting (as the case may be).

Alternative arrangements relating to attendance at the Extraordinary General Meeting and/or the Trust Scheme Meeting via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Extraordinary General Meeting and/or the Trust Scheme Meeting (as the case may be) in advance of the Extraordinary General Meeting and/or the Trust Scheme Meeting (as the case may be), addressing of substantial and relevant questions either before or at the Extraordinary General Meeting and/or the Trust Scheme Meeting, and voting by appointing the Chairman of the Extraordinary General Meeting and/or the Trust Scheme Meeting (as the case may be) as proxy at the Extraordinary General Meeting and/or the Trust Scheme Meeting (as the case may be), are set out in the notice of the Extraordinary General Meeting and the notice of the Trust Scheme Meeting.

## 8. KEY DATES/DEADLINES

The table below sets out the key dates/deadlines for CCT Unitholders, CPFIS Investors and SRS Investors to note:

Key dates	Actions
<b>4 September 2020 (Friday)</b>	CCT Unitholders, CPFIS Investors and SRS Investors may begin to pre-register at <a href="https://cct.listedcompany.com/agm_egm.html">https://cct.listedcompany.com/agm_egm.html</a> for live audio-visual webcast or live audio-only stream of the Extraordinary General Meeting proceedings and the Trust Scheme Meeting proceedings.
<b>5.00 p.m. on 17 September 2020 (Thursday)</b>	Deadline for CPFIS Investors and SRS Investors who wish to appoint the Chairman of the Extraordinary General Meeting and/or the Trust Scheme Meeting (as the case may be) as proxy to approach their respective CPF Agent Banks or SRS Agent Banks to submit their votes.
<b>2.00 p.m. on 26 September 2020 (Saturday)</b>	Deadline for CCT Unitholders, CPFIS Investors and SRS Investors to: <ul style="list-style-type: none"> <li data-bbox="624 1541 1399 1688">(a) pre-register for live audio-visual webcast or live audio-only stream of the Extraordinary General Meeting proceedings and the Trust Scheme Meeting proceedings; and</li> <li data-bbox="624 1733 1399 2027">(b) submit questions related to the CCT Trust Deed Amendments Resolution and the Trust Scheme Resolution to be tabled for approval at the Extraordinary General Meeting and the Trust Scheme Meeting respectively (either via email: <a href="mailto:ask-us@cct.com.sg">ask-us@cct.com.sg</a> or by post to the address provided in the notice of Extraordinary General Meeting and the notice of Trust Scheme Meeting).</li> </ul>

<p><b>2.00 p.m. on 27 September 2020 (Sunday)</b></p>	<p>Deadline for CCT Unitholders to submit the Proxy Form A (EGM) (via post or email at <a href="mailto:CCT2020@boardroomlimited.com">CCT2020@boardroomlimited.com</a>).</p>
<p><b>2.00 p.m. on 27 September 2020 (Sunday)</b></p>	<p>Authenticated CCT Unitholders, CPFIS Investors and SRS Investors will receive an email, which will contain user ID and password details as well as instructions on how to access the live audio-visual webcast and a toll-free telephone number to access the live audio-only stream of the Extraordinary General Meeting proceedings and the Trust Scheme Meeting proceedings (the "<b>Confirmation Email</b>").</p> <p>CCT Unitholders, CPFIS Investors and SRS Investors who do not receive the Confirmation Email by <b>2.00 p.m. on Sunday, 27 September 2020</b> but have registered by the deadline on <b>26 September 2020</b> should contact CCT's Unit Registrar, Boardroom Corporate &amp; Advisory Services Pte. Ltd., at <b>(65) 6536-5355 (during office hours)</b> or email <a href="mailto:CCT2020@boardroomlimited.com">CCT2020@boardroomlimited.com</a>.</p>
<p><b>2.30 p.m. on 27 September 2020 (Sunday)</b></p>	<p>Deadline for CCT Unitholders to submit the Proxy Form B (Trust Scheme Meeting) (via post or email at <a href="mailto:CCT2020@boardroomlimited.com">CCT2020@boardroomlimited.com</a>).</p>
<p><b>2.00 p.m. on 29 September 2020 (Tuesday)</b></p>	<p>Click on the link in the Confirmation Email and enter the user ID and password to access the live audio-visual webcast of the Extraordinary General Meeting proceedings and the Trust Scheme Meeting proceedings. The link in the Confirmation Email can be used to access the live audio-visual webcast of both the Extraordinary General Meeting proceedings and the Trust Scheme Meeting proceedings; or</p> <p>Call the toll-free telephone number in the Confirmation Email to access the live audio-only stream of the Extraordinary General Meeting proceedings and the Trust Scheme Meeting proceedings.</p>

An indicative timetable for the events which are scheduled to take place after the Extraordinary General Meeting and the Trust Scheme Meeting is set out in the Scheme Document.

## 9. FURTHER INFORMATION

For more information, CCT Unitholders can refer to CCT's website at [https://cct.listedcompany.com/agm\\_egm.html](https://cct.listedcompany.com/agm_egm.html), or contact CCT's Investor Relations team at [ask-us@cct.com.sg](mailto:ask-us@cct.com.sg).

## 10. IMPORTANT REMINDER

**Due to the constantly evolving COVID-19 situation in Singapore, the CCT Manager may be required to change the arrangements for the Extraordinary General Meeting and/or the Trust Scheme Meeting at short notice. CCT Unitholders should check CCT's website at [www.cct.com.sg](http://www.cct.com.sg) for the latest updates on the Extraordinary General Meeting and the Trust Scheme Meeting.**

The CCT Manager would like to thank all CCT Unitholders for their patience and co-operation in enabling CCT to hold the Extraordinary General Meeting and the Trust Scheme Meeting with the optimal safe distancing measures amidst the current COVID-19 situation.

## 11. RESPONSIBILITY STATEMENT

The directors of the CCT Manager (including those who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed in this Announcement are fair and accurate and that there are no other material facts not contained in this Announcement the omission of which would make any statement in this Announcement misleading. The directors of the CCT Manager jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources, the sole responsibility of the directors of the CCT Manager has been to ensure through reasonable enquiries that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

BY ORDER OF THE BOARD

CapitaLand Commercial Trust Management Limited  
(Registration Number: 200309059W)  
As manager of CapitaLand Commercial Trust

Lee Ju Lin, Audrey  
Company Secretary  
4 September 2020



## **IMPORTANT NOTICE**

This Announcement may contain forward-looking statements. Actual future performance, outcomes and results may differ materially from those expressed in forward-looking statements as a result of a number of risks, uncertainties and assumptions. Representative examples of these factors include (without limitation) general industry and economic conditions, interest rate trends, cost of capital and capital availability, availability of real estate properties, competition from other developments or companies, shifts in customer demands, shifts in expected levels of occupancy rate, property rental income, charge out collections, changes in operating expenses (including employee wages, benefits and training costs and property operating expenses), governmental and public policy changes and the continued availability of financing in the amounts and the terms necessary to support future business.

You are cautioned not to place undue reliance on these forward-looking statements, which are based on the current view of the CCT Manager regarding future events. No representation or warranty expressed or implied is made as to, and no reliance should be placed on, the fairness, accuracy, completeness or correctness of the information or opinions contained in this Announcement. None of the CCT Manager or any of their respective affiliates, advisers or representatives undertakes any obligation to update publicly or revise any forward-looking statements, and none of them shall have any liability whatsoever (in negligence or otherwise) for any loss howsoever arising, whether directly or indirectly, from any use, reliance or distribution of this Announcement or its contents or otherwise arising in connection with this Announcement.

The past performance of CCT and the CCT Manager is not indicative of future performance. The listing of the CCT Units on the SGX-ST does not guarantee a liquid market for the CCT Units. The value of the CCT Units and the income derived from them may fall as well as rise. The CCT Units are not obligations of, deposits in, or guaranteed by, the CCT Manager and/or any of their respective affiliates. An investment in the CCT Units is subject to investment risks, including the possible loss of the principal amount invested. Investors have no right to request that the CCT Manager redeem or purchase their CCT Units while the CCT Units are listed on the SGX-ST. It is intended that holders of the CCT Units may only deal in their CCT Units through trading on the SGX-ST.

This Announcement is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for the CCT Units.