



## **CAPITALAND INTEGRATED COMMERCIAL TRUST**

(Constituted in the Republic of Singapore pursuant to a trust deed dated 29 October 2001 (as amended))

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of the holders of units of CapitaLand Integrated Commercial Trust (“**CICT**”, and the holders of units in CICT, “**Unitholders**”) will be held at Sands EXPO and Convention Centre, Level 4, Orchid Ballroom, Marina Bay Sands, 10 Bayfront Avenue, Singapore 018956 on Tuesday, 29 October 2024 at 2.30 p.m. (Singapore time), for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution (capitalised terms not otherwise defined herein shall bear the meanings ascribed to them in the circular to Unitholders dated 9 October 2024 (the “**EGM Circular**”)):

#### **THE PROPOSED ACQUISITION OF 100.0% OF THE ISSUED SHARE CAPITAL OF CAPITALAND RETAIL SINGAPORE INVESTMENTS PTE. LTD., WHICH HOLDS AN INDIRECT 50.0% INTEREST IN THE PROPERTY, AMONG OTHER INTERESTS, AS AN INTERESTED PERSON TRANSACTION (ORDINARY RESOLUTION)**

That:

- (i) approval be and is hereby given for the proposed acquisition by CICT of 100.0% of the issued share capital of CapitaLand Retail Singapore Investments Pte. Ltd., which holds an indirect 50.0% interest in the Property<sup>1</sup>, among other interests (the “**Proposed Acquisition**”), on the terms and conditions set out in the share purchase agreement dated 3 September 2024 (the “**Share Purchase Agreement**”) made between HSBC Institutional Trust Services (Singapore) Limited, in its capacity as trustee of CICT (the “**Trustee**”) and CLI Singapore Pte. Ltd., and the entry into the Share Purchase Agreement be and is hereby approved and ratified;
- (ii) approval be and is hereby given for the payment of all fees and expenses relating to the Proposed Acquisition; and

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<sup>1</sup> Unless otherwise indicated, references to the Property will comprise ION Orchard and ION Orchard Link, the underpass which connects ION Orchard to Tangs Orchard, which is held under a separate title from ION Orchard and hence held by a special purpose vehicle, IOL. IOL was only incorporated in 2010 subsequent to the award of the tender for the ION-Tangs Orchard underpass by the relevant authorities.

- (iii) CapitaLand Integrated Commercial Trust Management Limited, as manager of CICT (the “**Manager**”), any director of the Manager (“**Director**”), and the Trustee be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Manager, such Director or, as the case may be, the Trustee may consider expedient or necessary or in the interests of CICT to give effect to the Proposed Acquisition and the entry into the Share Purchase Agreement and all transactions in connection therewith.

BY ORDER OF THE BOARD

**CapitaLand Integrated Commercial Trust Management Limited**

(Registration Number: 200106159R)

as manager of CapitaLand Integrated Commercial Trust

**Lee Ju Lin, Audrey**

Company Secretary

Singapore

9 October 2024

**Notes:**

1. Unitholders, including CPF and SRS investors, and (where applicable) their duly appointed proxy(ies) will be able to attend the EGM in person. They will need to register personally at the registration counter(s) outside the EGM venue on the day of the EGM with their NRIC/passport to enable CICT’s Unit Registrar to verify their identity for entry to, and (where applicable) be provided with a handheld device for electronic voting at, the EGM.
2. Please note that there will be no distribution of vouchers or door gifts at the EGM. Unitholders are advised not to attend the EGM if they are feeling unwell.
3. Printed copies of this Notice of EGM dated 9 October 2024 (“**Notice of EGM**”) will be sent to Unitholders. In addition, this Notice of EGM will be made available by electronic means via publication on CICT’s website at [https://investor.cict.com.sg/agm\\_egm.html](https://investor.cict.com.sg/agm_egm.html) and the SGX website at <https://www.sgx.com/securities/company-announcements>, as well as published in The Straits Times.
4. Question and answer

Unitholders, including CPF and SRS investors, can submit questions in advance of, or at, the EGM.

Submission of questions in advance of the EGM

Unitholders, including CPF and SRS investors, can submit to the Chairman of the EGM substantial and relevant questions related to the resolution to be tabled for approval at the EGM, in advance of the EGM. Such questions must be received by the Manager no later than **5.00 p.m. (Singapore time) on Friday, 18 October 2024**, and can be submitted in the following manner:

- (a) via email to the Manager at [ask-us@cict.com.sg](mailto:ask-us@cict.com.sg);
- (b) via CICT’s website at [https://investor.cict.com.sg/agm\\_egm.html](https://investor.cict.com.sg/agm_egm.html); or
- (c) by post to the office of CICT’s Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632.

Unitholders, including CPF and SRS investors, who submit questions by post or via email must provide the following information for authentication:

- (1) the Unitholder’s full name;
- (2) the Unitholder’s address; and
- (3) the manner in which the Unitholder holds Units in CICT (e.g., via CDP, CPF, SRS and/or scrip).

Ask questions at the EGM

At the EGM, Unitholders, including CPF and SRS investors, and, where applicable, their duly appointed proxy(ies) can also ask the Chairman of the EGM substantial and relevant questions related to the resolution to be tabled for approval at the EGM.

### Addressing questions

The Manager will endeavour to address all substantial and relevant questions (which are related to the resolution to be tabled for approval at the EGM) received from Unitholders by the submission deadline of 5.00 p.m. (Singapore time) on Friday, 18 October 2024, by publishing the responses to such questions on CICT's website at [https://investor.cict.com.sg/agm\\_egm.html](https://investor.cict.com.sg/agm_egm.html) and the SGX website at <https://www.sgx.com/securities/company-announcements> prior to the EGM. Where substantially similar questions are received, the Manager will consolidate such questions and consequently, not all questions may be individually addressed.

Any subsequent clarifications sought, or substantial and relevant follow-up questions (which are related to the resolution to be tabled for approval at the EGM) received after the submission deadline of 5.00 p.m. (Singapore time) on Friday, 18 October 2024, which have not already been addressed prior to the EGM, as well as those substantial and relevant questions received at the EGM itself, will be addressed during the EGM.

The Manager will publish the minutes of the EGM on CICT's website and on the SGX website, and the minutes will include the responses to the substantial and relevant questions which are addressed during the EGM.

### 5. Vote in person, or appointing proxy(ies) to vote, at the EGM

Unitholders can vote at the EGM themselves or through their duly appointed proxy(ies).

A Unitholder who wishes to appoint a proxy(ies) must complete the instrument appointing a proxy(ies) before submitting it in the manner set out below. A proxy need not be a Unitholder.

A Unitholder who is not a relevant intermediary (as defined herein) is entitled to appoint not more than two proxy(ies) to attend, speak and vote at the EGM. Where such Unitholder's instrument appointing a proxy(ies) appoints two proxies, the proportion of the unitholding concerned to be represented by each proxy must be specified in the instrument appointing a proxy(ies).

A Unitholder who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak, and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different Unit or Units held by such Unitholder. These proxies cannot exercise the rights attached to the same Unit(s). Where such Unitholder's instrument appointing a proxy(ies) appoints two or more proxies, the number of Units held in relation to which each proxy has been appointed must be specified in the instrument appointing a proxy(ies).

"**relevant intermediary**" means:

- (a) a banking corporation licensed under the Banking Act 1970, or a wholly owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds Units in that capacity;
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001, and who holds Units in that capacity; or
- (c) the Central Provident Fund Board ("**CPF Board**") established by the Central Provident Fund Act 1953, in respect of Units purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those Units in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

A Unitholder who wishes to submit an instrument appointing a proxy(ies) must do so in the following manner:

- (a) if submitted by post, by completing and signing the Proxy Form, before lodging it with CICT's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
- (b) if submitted electronically, be submitted:
  - (i) via email, by completing and signing the Proxy Form, before attaching and sending a clear scanned PDF copy of it to CICT's Unit Registrar at [CICT@boardroomlimited.com](mailto:CICT@boardroomlimited.com); or
  - (ii) via CICT's website, by completing and authorising the appointment using the online proxy appointment process at [https://investor.cict.com.sg/agm\\_egm.html](https://investor.cict.com.sg/agm_egm.html),

in each case, **by 2.30 p.m. (Singapore time) on Sunday, 27 October 2024**, being 48 hours before the time fixed for the EGM.

Where an instrument appointing a proxy(ies) is executed by an attorney under the power of attorney or other authority on behalf of the appointer, or by a corporation under its common seal, such instrument appointing a proxy(ies) may only be submitted by post or via email, and not via CICT's website.

Printed copies of the Proxy Form will be sent to Unitholders. In addition, the Proxy Form will also be made available through electronic means via publication on CICT's website at [https://investor.cict.com.sg/agm\\_egm.html](https://investor.cict.com.sg/agm_egm.html) and the SGX website at <https://www.sgx.com/securities/company-announcements>.

Completion and submission of an instrument appointing a proxy(ies) by a Unitholder will not prevent him/her from attending, speaking and voting at the EGM if he/she so wishes. The appointment of the proxy(ies) for the EGM shall be deemed to be revoked if the Unitholder attends the EGM in person, and in such event, the Manager reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies) to the EGM.

CPF and SRS investors who wish to exercise their voting rights at the EGM can refer to paragraph 6 below for more information.

6. Persons who hold Units through relevant intermediaries

Persons who hold Units through relevant intermediaries, other than CPF and SRS investors, and who wish to participate in the EGM should contact the relevant intermediary through which they hold such Units as soon as practicable in order for the necessary arrangements to be made for their participation in the EGM. Persons who hold Units through relevant intermediaries, other than CPF and SRS investors, may (a) attend the EGM; (b) submit questions to the Chairman of the EGM in advance of, or at, the EGM; and/or (c) vote at the EGM (i) by being appointed as proxy by their relevant intermediaries; or (ii) by specifying their voting instructions to/arrange for their votes to be submitted with their respective relevant intermediaries as proxy to vote on their behalf at the EGM.

CPF and SRS investors:

- (a) may attend, speak and vote at the EGM if they are appointed as proxy(ies) by their respective CPF agent banks or SRS operators, and should contact their respective CPF agent banks or SRS operators as soon as practicable if they have any queries regarding their appointment as proxies; or
- (b) (as an alternative to (a) above) appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM, in which case they should approach their respective CPF agent banks or SRS operators to submit their votes by **5.00 p.m. (Singapore time) on Thursday, 17 October 2024**, being at least seven working days before the date of the EGM. For the avoidance of doubt, CPF and SRS investors will not be able to appoint third-party proxy(ies) (i.e., persons other than the Chairman of the EGM) to vote at the EGM on their behalf.

7. Other information

The EGM Circular has been uploaded on the SGX website at <https://www.sgx.com/securities/company-announcements> and may be accessed at CICT's website at [https://investor.cict.com.sg/agm\\_egm.html](https://investor.cict.com.sg/agm_egm.html). Printed copies of the EGM Circular will not be sent to Unitholders. Any Unitholder who wishes to receive a printed copy of the EGM Circular should submit his/her/its request via the physical request form, mailed together with the Notice of EGM, or the online request form which is accessible at CICT's website at <https://investor.cict.com.sg/circular-request-form> no later than **5.00 p.m. (Singapore time) on Wednesday, 16 October 2024**.

**Personal Data Privacy:**

By (a) submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, and/or (b) submitting any question to the Chairman of the EGM in advance of the EGM in accordance with this Notice of EGM, a Unitholder (i) consents to the collection, use and disclosure of the Unitholder's personal data by the Manager (or its agents or service providers) for the following purposes (collectively, "**Purposes**"), (ii) warrants that where the Unitholder discloses the personal data of the Unitholder's proxy(ies) and/or representative(s) to the Manager (or its agents or service providers), the Unitholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Manager (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees to provide the Manager with written evidence of such prior consent upon reasonable request:

- (1) the processing, administration and analysis by the Manager (or its agents or service providers) of instruments appointing a proxy(ies) and/or representative(s) for the EGM (including any adjournment thereof);
- (2) the processing of any registration for purposes of verifying the status of Unitholders, granting access to Unitholders (or their duly appointed proxy(ies)) to the EGM and providing them with any technical assistance where necessary;
- (3) the addressing of relevant and substantial questions received from Unitholders in advance of the EGM and, if necessary, the following up with the relevant Unitholders in relation to such questions;
- (4) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof); and
- (5) in order for the Manager (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.