



CAPITALAND INTEGRATED COMMERCIAL TRUST

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

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("**AGM**") of the holders of units in CapitaLand Integrated Commercial Trust ("**CICT**", and the holders of units in CICT, "**Unitholders**") will be convened and held by way of electronic means on Thursday, 21 April 2022 at 2.30 p.m. (Singapore Time) to transact the following business:

ORDINARY BUSINESS

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| 1. | To receive and adopt the Report of HSBC Institutional Trust Services (Singapore) Limited, as trustee of CICT (the " Trustee "), the Statement by CapitaLand Integrated Commercial Trust Management Limited, as manager of CICT (the " Manager "), and the Audited Financial Statements of CICT for the financial year ended 31 December 2021 and the Auditors' Report thereon. | Ordinary
Resolution 1 |
| 2. | To re-appoint KPMG LLP as Auditors of CICT and to authorise the Manager to fix their remuneration. | Ordinary
Resolution 2 |

SPECIAL BUSINESS

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

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| 3. | That authority be and is hereby given to the Manager to: | Ordinary
Resolution 3 |
| | (a) (i) issue units in CICT (" Units ") whether by way of rights, bonus or otherwise; and/or | |
| | (ii) make or grant offers, agreements or options (collectively, " Instruments ") that might or would require Units to be issued, including but not limited to the creation and issue of (as well as adjustments to) securities, warrants, debentures or other instruments convertible into Units, | |
| | at any time and upon such terms and conditions and for such purposes and to such persons as the Manager may in its absolute discretion deem fit; and | |
| | (b) issue Units in pursuance of any Instrument made or granted by the Manager while this Resolution was in force (notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time such Units are issued), | |

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provided that:

- (1) the aggregate number of Units to be issued pursuant to this Resolution (including Units to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed fifty per cent. (50.0%) of the total number of issued Units (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Units to be issued other than on a *pro rata* basis to Unitholders (including Units to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed twenty per cent. (20.0%) of the total number of issued Units (as calculated in accordance with sub-paragraph (2) below);
- (2) subject to such manner of calculation as may be prescribed by Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) for the purpose of determining the aggregate number of Units that may be issued under sub-paragraph (1) above, the total number of issued Units shall be based on the total number of issued Units at the time this Resolution is passed, after adjusting for:
 - (a) any new Units arising from the conversion or exercise of any convertible securities or Unit options or vesting of Unit awards which were issued and are outstanding or subsisting at the time this Resolution is passed; and
 - (b) any subsequent bonus issue, consolidation or subdivision of Units;
- (3) in exercising the authority conferred by this Resolution, the Manager shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the trust deed dated 29 October 2001 constituting CICT (as amended) (the “**Trust Deed**”) for the time being in force (unless otherwise exempted or waived by the Monetary Authority of Singapore);
- (4) (unless revoked or varied by the Unitholders in a general meeting) the authority conferred by this Resolution shall continue in force until (i) the conclusion of the next annual general meeting of CICT or (ii) the date by which the next annual general meeting of CICT is required by applicable laws and regulations or the Trust Deed to be held, whichever is earlier;
- (5) where the terms of the issue of the Instruments provide for adjustment to the number of Instruments or Units into which the Instruments may be converted in the event of rights, bonus or other capitalisation issues or any other events, the Manager is authorised to issue additional Instruments or Units pursuant to such adjustment notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time the Instruments or Units are issued; and
- (6) the Manager 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 or, as the case may be, the Trustee may consider expedient or necessary or in the interests of CICT to give effect to the authority conferred by this Resolution.

(Please see Explanatory Note 1)

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Ordinary Resolution 4

4. That:

- (a) the exercise of all the powers of the Manager to repurchase issued Units for and on behalf of CICT not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price or prices as may be determined by the Manager from time to time up to the Maximum Price (as hereafter defined), whether by way of:
- (i) market repurchase(s) on the SGX-ST and/or, as the case may be, such other stock exchange for the time being on which the Units may be listed and quoted; and/or
 - (ii) off-market repurchase(s) (which are not market repurchase(s)) in accordance with any equal access scheme(s) as may be determined or formulated by the Manager as it considers fit in accordance with the Trust Deed,

and otherwise in accordance with all applicable laws and regulations including the rules of the SGX-ST or, as the case may be, such other stock exchange for the time being on which the Units may be listed and quoted, be and is hereby authorised and approved generally and unconditionally (the **"Unit Buy-Back Mandate"**);

- (b) (unless revoked or varied by the Unitholders in a general meeting) the authority conferred on the Manager pursuant to the Unit Buy-Back Mandate may be exercised by the Manager at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:
- (i) the date on which the next annual general meeting of CICT is held;
 - (ii) the date by which the next annual general meeting of CICT is required by applicable laws and regulations or the provisions of the Trust Deed to be held; or
 - (iii) the date on which repurchases of Units by the Manager pursuant to the Unit Buy-Back Mandate are carried out to the full extent mandated;

(c) in this Resolution:

"Average Closing Price" means the average of the closing market prices of the Units over the last five Market Days, on which transactions in the Units were recorded, immediately preceding the date of the market repurchase or, as the case may be, the date of the making of the offer pursuant to the off-market repurchase, and deemed to be adjusted for any corporate action that occurs during the relevant five Market Days and the date of the market repurchase or, as the case may be, the date of the making of the offer pursuant to the off-market repurchase;

"date of the making of the offer" means the date on which the Manager makes an offer for an off-market repurchase, stating therein the repurchase price (which shall not be more than the Maximum Price for an off-market repurchase calculated on the foregoing basis) for each Unit and the relevant terms of the equal access scheme for effecting the off-market repurchase;

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"Market Day" means a day on which the SGX-ST and/or, as the case may be, such other stock exchange for the time being on which the Units may be listed and quoted, is open for trading in securities;

"Maximum Limit" means that number of Units representing 1.0% of the total number of issued Units as at the date of the passing of this Resolution; and

"Maximum Price" in relation to a Unit to be repurchased, means the repurchase price (excluding brokerage, stamp duty, commission, applicable goods and services tax and other related expenses) which shall not exceed 105.0% of the Average Closing Price of the Units for both a market repurchase and an off-market repurchase; and

- (d) the Manager 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 or, as the case may be, the Trustee may consider expedient or necessary or in the interests of CICT to give effect to the transactions contemplated and/or authorised by this Resolution.

(Please see Explanatory Note 2)

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
22 March 2022

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IMPORTANT NOTICE:

1. Alternative arrangements for conduct of the AGM

The AGM is being convened, and will be held by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.

Printed copies of the Notice of AGM dated 22 March 2022 ("**Notice of AGM**") will not be sent to Unitholders. Instead, the Notice of AGM will be sent to Unitholders by electronic means via publication on CICT's website at https://investor.cict.com.sg/agm_egm.html and will also be made available on the SGX website at <https://www.sgx.com/securities/company-announcements>.

As a precautionary measure due to the current COVID-19 situation in Singapore, a Unitholder will not be able to attend the AGM in person. Alternative arrangements relating to the conduct of the AGM, including:

- (a) attending the AGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream);
- (b) submitting questions to the Chairman of the Meeting in advance of, or live at, the AGM, and addressing of substantial and relevant questions in advance of, or live at, the AGM; and
- (c) voting at the AGM (i) live by the Unitholder or his/her/its duly appointed proxy(ies) (other than the Chairman of the Meeting) via electronic means; or (ii) by appointing the Chairman of the Meeting as proxy to vote on the Unitholder's behalf at the AGM,

are set out below. Any reference to a time of day is made by reference to Singapore time.

2. Pre-registration for the AGM

Unitholders, including CPF and SRS investors, will be able to observe and/or listen to the AGM proceedings through a live audio-visual webcast or live audio-only stream via their mobile phones, tablets or computers. In order to do so, they must pre-register for the AGM.

Unitholders, including CPF and SRS investors, can pre-register themselves or, where applicable, their appointed proxy(ies), for the AGM at the pre-registration website at https://investor.cict.com.sg/agm_egm.html **from Tuesday, 22 March 2022 up to 2.30 p.m. on Tuesday, 19 April 2022** to enable the Manager to verify their status. Unitholders, including CPF and SRS investors, can refer to paragraphs 3 and 4 below for more information.

Unitholders, including CPF and SRS investors, can scan the Quick Response (QR) code to pre-register for the AGM.



Following the verification, authenticated Unitholders, including CPF and SRS investors, or, where applicable, their duly appointed proxy(ies) who have (or have been) pre-registered will receive an email confirming successful registration **by 11.59 p.m. on Wednesday, 20 April 2022** which will contain unique user credentials as well as instructions on how to access the live audio-visual webcast or live audio-only stream of the AGM proceedings ("**Confirmation Email**").

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Unitholders, including CPF and SRS investors, or, where applicable, their appointed proxy(ies) who have (or have been) pre-registered by the 19 April 2022 deadline but have not received the Confirmation Email **by 11.59 p.m. on Wednesday, 20 April 2022** should immediately contact CICT's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at **(65) 6536 5355** (during office hours) or via email at CICT@boardroomlimited.com.

If more than one pre-registration is submitted via the pre-registration website, the last submitted pre-registration will override the previously submitted pre-registration(s) and instrument appointing a proxy(ies) (as applicable), and the Confirmation Email will be sent to only the authenticated Unitholder or, as the case may be, his/her/its duly appointed third party proxy(ies) (as applicable) as indicated in the last submitted pre-registration.

3. Question and answer

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

Submission of questions in advance of the AGM

Unitholders, including CPF and SRS investors, can submit to the Chairman of the Meeting, substantial and relevant questions related to the resolutions to be tabled for approval at the AGM in advance of the AGM. Such questions must be received by the Manager no later than **2.30 p.m. on Monday, 11 April 2022**, and can be submitted in the following manner:

- (i) 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;
- (ii) via the pre-registration website at https://investor.cict.com.sg/agm_egm.html; or
- (iii) via email to the Manager at ask-us@cict.com.sg.

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

- (i) the Unitholder's full name;
- (ii) the Unitholder's address; and
- (iii) the manner in which the Unitholder holds Units in CICT (e.g., via CDP, scrip, CPF and/or SRS).

Ask questions live at the AGM

Unitholders, including CPF and SRS investors, or, where applicable, their appointed proxy(ies) can also ask the Chairman of the Meeting substantial and relevant questions related to the resolutions to be tabled for approval at the AGM, live at the AGM, by typing in and submitting their questions through the live chat function via the audio-visual webcast platform.

Unitholders, including CPF and SRS investors, or, where applicable, their appointed proxy(ies), can ask questions live at the AGM. All must be pre-registered and authenticated.

Unitholders, including CPF and SRS investors, or, where applicable, their appointed proxy(ies) must access the AGM proceedings via the live audio-visual webcast in order to ask questions live at the AGM, and will not be able to do so via the audio-only stream of the AGM proceedings.

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Addressing questions

The Manager's Chairman, Ms Teo Swee Lian, and Chief Executive Officer, Mr Tony Tan Tee Hieong will conduct the proceedings of the AGM and, together with the Chairman of the Audit Committee, Mrs Quek Bin Hwee, and senior management of the Manager, will address the substantial and relevant questions raised during the AGM which are related to the resolutions to be tabled for approval at the AGM.

The Manager will endeavour to address all substantial and relevant questions (which are related to the resolutions to be tabled for approval at the AGM) received in advance of the AGM from Unitholders, prior to or during the AGM. The Manager will publish the responses to those questions which the Manager will not be addressing during the AGM, on CICT's website and on SGXNet prior to the AGM. Where substantially similar questions are received, the Manager will consolidate such questions and consequently not all questions may be individually addressed.

The Manager will publish the minutes of the AGM on CICT's website and on SGXNet, and the minutes will include the responses to the substantial and relevant questions received from Unitholders which are addressed during the AGM.

4. Vote live, or appoint proxy(ies) to vote, at the AGM

Unitholders who wish to exercise their voting rights at the AGM may:

- (a) (where such Unitholders are individuals) vote live via electronic means at the AGM or (whether such Unitholders are individuals or corporates) appoint a proxy(ies) (other than the Chairman of the Meeting) to vote live via electronic means at the AGM on their behalf; or
- (b) (whether such Unitholders are individuals or corporates) appoint the Chairman of the Meeting as their proxy to vote on their behalf at the AGM.

Unitholders who wish to appoint a proxy(ies) must submit an instrument appointing a proxy(ies) in accordance with (i) (if submitting an instrument of proxy by post or via email) the instructions on the Proxy Form; or (ii) if submitting an instrument of proxy via the pre-registration website) the instructions accompanying the online proxy appointment process.

Vote live at the AGM

Unitholders, including CPF and SRS investors, who wish to vote live via electronic means at the AGM must first pre-register themselves at the pre-registration website at https://investor.cict.com.sg/agm_egm.html. CPF and SRS investors can refer to paragraph 5 below for more information.

Unitholders who wish to appoint a proxy(ies) (other than the Chairman of the Meeting) must, in addition to completing and submitting an instrument appointing a proxy(ies), pre-register their appointed proxy(ies) at the pre-registration website at https://investor.cict.com.sg/agm_egm.html.

Unitholders, including CPF and SRS investors, or, where applicable, their appointed proxy(ies) must access the AGM proceedings via the live audio-visual webcast in order to vote live at the AGM, and will not be able to do so via the audio-only stream of the AGM proceedings.

Appointment of proxy(ies)

A Unitholder who wishes to submit an instrument of proxy must complete and sign the Proxy Form, before submitting it in the manner set out below.

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

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A Unitholder who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different Unit or Units held by such Unitholder. Where such Unitholder's Proxy Form appoints more than two proxies, the number and class of Units held in relation to which each proxy has been appointed must be specified in the Proxy Form.

The Proxy Form can be downloaded from CICT's website at https://investor.cict.com.sg/agm_egm.html or the SGX website at <https://www.sgx.com/securities/company-announcements>. Printed copies of the Proxy Form will not be sent to Unitholders.

A Unitholder who wishes to submit the Proxy Form must do so in the following manner:

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

in each case, by 2.30 p.m. on 19 April 2022, being 48 hours before the time fixed for the AGM.

In view of the current COVID-19 situation in Singapore, Unitholders are strongly encouraged to submit completed Proxy Forms electronically via email or via the online process through the pre-registration website.

5. Persons who hold Units through relevant intermediaries

Persons who hold Units in CICT through relevant intermediaries, other than CPF and SRS investors, and who wish to participate in the AGM by:

- (a) observing and/or listening to the AGM proceedings via live audio-visual webcast or audio-only stream;
- (b) submitting questions to the Chairman of the Meeting in advance of, or live at, the AGM; and/or
- (c) voting at the AGM (i) live via electronic means by being appointed as proxy by their relevant intermediary; or (ii) by appointing the Chairman of the Meeting as proxy to vote on their behalf at the AGM,

should contact the relevant intermediary through which they hold such Units as soon as possible in order for the necessary arrangements to be made for their participation in the AGM.

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CPF and SRS investors:

- (a) may vote live via electronic means at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
- (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **5.00 p.m. on Friday, 8 April 2022**, being seven working days before the date of the AGM. For 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 Meeting) to vote live at the AGM on their behalf.

“relevant intermediary” means:

- (i) 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;
- (ii) 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
- (iii) 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.

6. Other information

- (a) Unitholders, including CPF and SRS investors, or, where applicable, their appointed proxy(ies) must access the AGM proceedings via the live audio-visual webcast in order to ask questions and vote live at the AGM;
- (b) A proxy need not be a Unitholder.
- (c) CICT’s Annual Report 2021 and the Letter to Unitholders dated 22 March 2022 (in relation to the proposed renewal of the Unit Buy-Back Mandate) have been published on CICT’s website at https://investor.cict.com.sg/agm_egm.html, and may be accessed by clicking on the links “Annual Report 2021” and “Letter to Unitholders dated 22 March 2022” respectively.

The above documents may also be accessed on the SGX website at <https://www.sgx.com/securities/company-announcements>. Printed copies of these documents will not be sent to Unitholders. Any Unitholder who wishes to receive printed copies of these documents should submit his/her/its request via the online Request Form which is accessible at CICT’s website at https://investor.cict.com.sg/agm_egm.html no later than **11.59 p.m. on Friday, 1 April 2022**.

- (d) Due to the constantly evolving COVID-19 situation in Singapore, the Manager may be required to change the arrangements for the AGM at short notice. Unitholders should check CICT’s website at https://investor.cict.com.sg/agm_egm.html or the SGX website at <https://www.sgx.com/securities/company-announcement> for the latest updates on the status of the AGM.

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Personal Data Privacy:

By (a) submitting an instrument appointing a proxy(ies) to attend, speak and vote at the AGM and/or any adjournment thereof, (b) pre-registering for the AGM in accordance with the Notice of AGM; and/or (c) submitting any question to the Chairman of the Meeting in advance of the AGM in accordance with the Notice of AGM, a Unitholder (i) consents to the collection, use and disclosure of the Unitholder's personal data by CICT (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) to CICT (or its agents or service providers), the Unitholder has obtained the prior consent of such proxy(ies) for the collection, use and disclosure by CICT (or its agents or service providers) of the personal data of such proxy(ies) for the Purposes; and (iii) agrees to provide CICT with written evidence of such prior consent upon reasonable request:

- (1) the processing, administration and analysis by CICT (or its agents or service providers) of instruments appointing a proxy(ies) for the AGM (including any adjournment thereof);
- (2) the processing of the pre-registration for purposes of verifying the status of Unitholders, granting access to Unitholders (or their appointed proxy(ies)) to the AGM and providing them with any technical assistance where necessary;
- (3) the addressing of relevant and substantial questions received from Unitholders in advance of the AGM 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 AGM (including any adjournment thereof); and
- (5) in order for CICT (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.

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EXPLANATORY NOTES:

1. Ordinary Resolution 3

Ordinary Resolution 3, if passed, will empower the Manager to issue Units and to make or grant Instruments and to issue Units in pursuance of such Instruments from the date of the annual general meeting of CICT until (i) the conclusion of the next annual general meeting of CICT or (ii) the date by which the next annual general meeting of CICT is required by applicable laws and regulations or the provisions of the Trust Deed to be held, whichever is the earlier, unless such authority is earlier revoked or varied by the Unitholders in a general meeting. The aggregate number of Units which the Manager may issue (including Units to be issued pursuant to Instruments) under this Resolution must not exceed fifty per cent. (50.0%) of the total number of issued Units with a sub-limit of twenty per cent. (20.0%) for issues other than on a *pro rata* basis to Unitholders.

For the purpose of determining the aggregate number of Units that may be issued, the total number of issued Units will be based on the total number of issued Units at the time Ordinary Resolution 3 is passed, after adjusting for (i) new Units arising from the conversion or exercise of any convertible securities or Unit options or vesting of Unit awards which were issued and are outstanding or subsisting at the time this Resolution is passed and (ii) any subsequent bonus issue, consolidation or subdivision of Units.

Fund raising by issuance of new Units may be required in instances of property acquisitions or debt repayments. In any event, if the approval of Unitholders is required under the Listing Manual of the SGX-ST and the Trust Deed or any applicable laws and regulations, in such instances, the Manager will then obtain the approval of Unitholders accordingly.

2. Ordinary Resolution 4

Ordinary Resolution 4, if passed, will empower the Manager from the date of the annual general meeting of CICT until (i) the date on which the next annual general meeting of CICT is held, (ii) the date by which the next annual general meeting of CICT is required by applicable laws and regulations or the provisions of the Trust Deed to be held, or (iii) the date on which the repurchases of Units pursuant to the Unit Buy-Back Mandate are carried out to the full extent mandated, whichever is the earliest, to exercise all the powers to repurchase issued Units for and on behalf of CICT not exceeding in aggregate 1.0% of the total number of Units as at the date of the passing of this Resolution, whether by way of market repurchase(s) or off-market repurchase(s), on the terms of the Unit Buy-Back Mandate set out in the Letter to Unitholders dated 22 March 2022, unless such authority is revoked or varied by the Unitholders in a general meeting.