



**CapitaLand Investment Limited**  
(Registration Number: 200308451M)  
(Incorporated in the Republic of Singapore)

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the annual general meeting of CapitaLand Investment Limited (the "Company") will be convened and held by way of electronic means on Friday, 29 April 2022 at 10.00 a.m. (Singapore time) ("AGM") to transact the following business:

**ORDINARY BUSINESS**

1. To receive and adopt the Directors' Statement, Audited Financial Statements and the Auditors' Report for the year ended 31 December 2021. (Ordinary Resolution 1)
2. To declare a first and final dividend of S\$0.12 per share and a special dividend of S\$0.03 per share for the year ended 31 December 2021. (Ordinary Resolution 2)
3. To approve payment of Directors' remuneration by the Company to the non-executive Directors of S\$1,172,231.00 for the year ended 31 December 2021 (2020: Nil). (Ordinary Resolution 3)
4. To reelect the following Directors, who are retiring by rotation pursuant to article 94 of the Constitution of the Company and who, being eligible, offer themselves for reelection:
  - (a) Mr Lee Chee Koon (Ordinary Resolution 4(a))
  - (b) Ms Judy Hsu Chung Wei (Ordinary Resolution 4(b))
5. To reelect the following Directors, who are retiring pursuant to article 100 of the Constitution of the Company and who, being eligible, offer themselves for reelection.
  - (a) Ms Helen Wong Siu Ming (Ordinary Resolution 5(a))
  - (b) Mr David Su Tuong Sing (Ordinary Resolution 5(b))
6. To re-appoint KPMG LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. (Ordinary Resolution 6)

**SPECIAL BUSINESS**

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

7. That pursuant to Section 161 of the Companies Act 1967, and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”), authority be and is hereby given to the Directors of the Company to: (Ordinary Resolution 7)

- (a) (i) issue shares of the Company (“shares”) 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 shares 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 shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

- (b) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force (notwithstanding the authority conferred by this Resolution may have ceased to be in force),

provided that:

- (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed fifty per cent (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a *pro rata* basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed ten per cent (10%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under subparagraph (1) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:
  - (i) any new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share 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 shares,

and, in sub-paragraph (1) above and this sub-paragraph (2), “subsidiary holdings” has the meaning given to it in the Listing Manual of the SGX-ST;

- (3) in exercising the authority conferred by this Resolution, the Company 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 Constitution for the time being of the Company; and
- (4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until (i) the conclusion of the next annual general meeting of the Company; or (ii) the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier.

8. That authority be and is hereby given to the Directors of the Company to: (Ordinary Resolution 8)

- (a) grant awards in accordance with the provisions of the CapitaLand Investment Performance Share Plan 2021 (the “PSP”) and/or the CapitaLand Investment Restricted Share Plan 2021 (the “RSP”); and
- (b) allot and issue from time to time such number of shares of the Company as may be required to be issued pursuant to the vesting of awards granted or to be granted under the PSP and/or the RSP,

provided that the aggregate number of shares to be issued, when aggregated with existing shares (including treasury shares and cash equivalents) delivered and/or to be delivered pursuant to the PSP, the RSP and all shares, options or awards granted under any other share schemes of the Company then in force, shall not exceed eight per cent (8%) of the total number of issued shares of the Company (excluding treasury shares and subsidiary holdings (as defined in the Listing Manual of the Singapore Exchange Securities Trading Limited)) from time to time.

9. That: (Ordinary Resolution 9)

- (a) for the purposes of Sections 76C and 76E of the Companies Act 1967 (the “Companies Act”), the exercise by the Directors of the Company (the “Directors”) of all the powers of the Company to purchase or otherwise acquire shares of the Company not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
  - (i) market purchase(s) (“Market Purchase(s)”) on the Singapore Exchange Securities Trading Limited (“SGX-ST”) and/or any other stock exchange on which

the shares may for the time being be listed and quoted (the "Other Exchange"); and/or

- (ii) off-market purchase(s) ("Off-Market Purchase(s)") (if effected otherwise than on the SGX-ST or, as the case may be, the Other Exchange) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other laws and regulations and rules of the SGX-ST or, as the case may be, the Other Exchange, as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Purchase Mandate");

- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors pursuant to the Share Purchase Mandate may be exercised by the Directors 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 the Company is held;
- (ii) the date by which the next annual general meeting of the Company is required by law to be held; and
- (iii) the date on which purchases and acquisitions of shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated;

- (c) in this Resolution:

"Average Closing Price" means the average of the last dealt prices of a share for the five consecutive market days on which the shares are transacted on the SGX-ST, or, as the case may be, the Other Exchange, immediately preceding the date of the Market Purchase by the Company, or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted in accordance with the listing rules of the SGX-ST for any corporate action which occurs during the relevant five-day period and the date of the Market Purchase or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase;

"date of the making of the offer" means the date on which the Company makes an offer for the purchase or acquisition of shares from holders of shares, stating therein the purchase price (which shall not be more than the Maximum Price) for each share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

“Maximum Limit” means that number of shares representing five per cent (5%) of the issued shares as at the date of the passing of this Resolution (excluding treasury shares and subsidiary holdings (as defined in the Listing Manual of the SGX-ST)); and

“Maximum Price” in relation to a share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duty, commission, applicable goods and services tax and other related expenses) which shall not exceed, in the case of both a Market Purchase and an Off-Market Purchase, one hundred and five per cent (105%) of the Average Closing Price of the shares; and

- (d) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution.

BY ORDER OF THE BOARD

**MICHELLE KOH**  
Company Secretary

5 April 2022  
Singapore

## 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 5 April 2022 (“Notice of AGM”) will not be sent to members. Instead, the Notice of AGM will be sent to members by electronic means via publication on the Company’s website at the URL [https://ir.capitalandinvest.com/agm\\_egm.html](https://ir.capitalandinvest.com/agm_egm.html) and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

**As a precautionary measure due to the current COVID-19 situation in Singapore, a member 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 member 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 member’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

Members, 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.

Members, including CPF and SRS investors, can pre-register themselves or, where applicable, their appointed proxy(ies), for the AGM at the pre-registration website which is accessible at the URL [https://ir.capitalandinvest.com/agm\\_egm.html](https://ir.capitalandinvest.com/agm_egm.html) **from Tuesday, 5 April 2022 up to 10.00 a.m. on Tuesday, 26 April 2022** to enable the Company to verify their status. Members, including CPF and SRS investors, can refer to paragraphs 3 and 4 below, for more information.

<p>Members, including CPF and SRS investors, can scan the Quick Response (QR) code to pre-register for the AGM.</p>	
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Following the verification, authenticated members, 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 12.00 p.m. on Thursday, 28 April 2022** which will contain unique user credentials as well as instructions on how to access the live audio-visual webcast and live audio-only stream of the AGM proceedings (“Confirmation Email”).

Members, including CPF and SRS investors, or, where applicable, their appointed proxy(ies) who have (or have been) pre-registered by the 26 April 2022 deadline but have not received the Confirmation Email **by 12.00 p.m. on Thursday, 28 April 2022** should immediately contact the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at (65) 6536 5355 (during office hours) or via email at [CLI@boardroomlimited.com](mailto:CLI@boardroomlimited.com) **before 5.00 p.m. on Thursday, 28 April 2022**.

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

### 3. Questions and answers

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

#### Submission of questions in advance of the AGM

Members, 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 Company no later than **10.00 a.m. on Tuesday, 26 April 2022**, and can be submitted in the following manner:

- (a) by post to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632;
- (b) via the pre-registration website which is accessible at the URL [https://ir.capitalandinvest.com/agm\\_egm.html](https://ir.capitalandinvest.com/agm_egm.html); or
- (c) via email to the Company's Share Registrar at [CLI@boardroomlimited.com](mailto:CLI@boardroomlimited.com).

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

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

#### Ask questions live at the AGM

Members, including CPF and SRS investors, or, where applicable, their appointed proxy(ies) can 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.

Members, including CPF and SRS investors, who wish to ask questions live at the AGM must first pre-register themselves at the pre-registration website which is accessible at the URL [https://ir.capitalandinvest.com/agm\\_egm.html](https://ir.capitalandinvest.com/agm_egm.html).

Members who wish to appoint a proxy(ies) (other than the Chairman of the Meeting) to ask questions live at the AGM on their behalf may do so by using the e-Proxy Form online proxy appointment process to simultaneously authorise such appointment and pre-register their appointed proxy(ies) through the pre-registration website which is accessible at the URL [https://ir.capitalandinvest.com/agm\\_egm.html](https://ir.capitalandinvest.com/agm_egm.html). Members who submit Proxy Forms by post or via email do not need to pre-register their appointed proxy(ies) at the pre-registration website, as the Company will arrange for validly appointed third party proxy(ies) to be pre-registered by the Company's Share Registrar on such members' behalf. Members can refer to "Appointment of proxy(ies)" in paragraph 4 below, for more information.

Members, 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.

#### Addressing questions

The Company's Board Chairman, Mr Miguel Ko, will conduct the proceedings of the AGM and, together with the Lead Independent Director, Mr Anthony Lim Weng Kin, the Chairman of the Audit Committee, Mr Chaly Mah Chee Kheong, and the senior management of the Company, 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 Company will endeavour to address all substantial and relevant questions (which are related to the resolutions to be tabled for approval at the AGM) received from members in advance of the AGM, prior to or during the AGM. The Company will publish the responses to those questions which the Company will not be addressing during the AGM, on the Company's website and on SGXNET prior to the AGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

The Company will publish the minutes of the AGM on the Company's website and on SGXNET, and the minutes will include the responses to the substantial and relevant questions received from members which are addressed during the AGM.

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

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

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

Members who wish to appoint a proxy(ies) must submit an instrument of proxy 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 online process through the pre-registration website) the instructions accompanying the e-Proxy Form online proxy appointment process.

##### Vote live at the AGM

Members, 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 which is accessible at the URL [https://ir.capitalandinvest.com/agm\\_egm.html](https://ir.capitalandinvest.com/agm_egm.html). CPF and SRS investors can refer to paragraph 5 below for more information.

Members who wish to appoint a proxy(ies) (other than the Chairman of the Meeting) to vote live via electronic means at the AGM on their behalf may do so by using the e-Proxy Form online proxy appointment process to simultaneously authorise such appointment and pre-register their appointed proxy(ies) through the pre-registration website which is accessible at the URL [https://ir.capitalandinvest.com/agm\\_egm.html](https://ir.capitalandinvest.com/agm_egm.html). Members who submit Proxy Forms by post or via email do not need to pre-register their appointed proxy(ies) at the pre-registration website, as the Company will arrange for validly appointed third party proxy(ies) to be pre-registered by the Company's Share Registrar on such members' behalf. Members can refer to "Appointment of proxy(ies)" below, for more information.

Members, 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 member who wishes to submit an instrument of proxy must complete the instrument appointing a proxy(ies), before submitting it in the manner set out below.

A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the AGM. Where such member's instrument appointing a proxy(ies) appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy must be specified in the instrument appointing a proxy(ies). "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.



A member 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 share or shares held by such member. Where such member's instrument appointing a proxy(ies) appoints more than two proxies, the number and class of shares held in relation to which each proxy has been appointed must be specified in the instrument appointing a proxy(ies).

A member who wishes to submit an instrument of proxy 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 the Company's Share 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 scanned PDF copy of it to the Company's Share Registrar at [CLI@boardroomlimited.com](mailto:CLI@boardroomlimited.com); or
  - (ii) via the pre-registration website, by completing and authorising the appointment using the e-Proxy Form online proxy appointment process, through the pre-registration website which is accessible at the URL [https://ir.capitalandinvest.com/agm\\_egm.html](https://ir.capitalandinvest.com/agm_egm.html),

in each case, **by 10.00 a.m. on Tuesday, 26 April 2022**, being 72 hours before the time fixed for the AGM.

**In view of the current COVID-19 situation in Singapore, members are strongly encouraged to submit completed instruments appointing a proxy(ies) electronically via email or via the online process through the pre-registration website.**

Where an instrument appointing a proxy(ies) is executed by an attorney under a power of attorney or other authority on behalf of the appointor, or by a corporation under its common seal, such instrument appointing a proxy(ies) may only be submitted by post or via email using the Proxy Form, and not via the pre-registration website.

The Proxy Form can be downloaded from the Company's website at the URL [https://ir.capitalandinvest.com/agm\\_egm.html](https://ir.capitalandinvest.com/agm_egm.html), the SGX website at the URL <https://www.sgx.com/securities/company-announcements> or the pre-registration website which is accessible at the URL [https://ir.capitalandinvest.com/agm\\_egm.html](https://ir.capitalandinvest.com/agm_egm.html). Printed copies of the Proxy Form will not be sent to members. Any member who wishes to receive a printed copy of the Proxy Form should submit his/her/its request in the manner set out below.

A member may request for a printed copy of the Proxy Form by submitting the request to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., by post to 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632 or via email to [CLI@boardroomlimited.com](mailto:CLI@boardroomlimited.com).

To be valid, the request for a printed copy of the Proxy Form must:

- (i) (if submitted by post to the Company's Share Registrar) be addressed to CapitaLand Investment Limited c/o The Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd.;
- (ii) state the caption "Request for Proxy Form";
- (iii) provide the following information:
  - (1) the member's full name; and
  - (2) the member's mailing address; and
- (iv) be received by the Company's Share Registrar no later than **5.00 p.m. on Tuesday, 12 April 2022**.

#### 5. Persons who hold shares through relevant intermediaries

Persons who hold shares of the Company 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 live audio-only stream;
- (b) submitting questions to the Chairman of the Meeting in advance of, of 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 shares as soon as possible in order for the necessary arrangements to be made for their participation in the AGM.

CPF and SRS investors:

- (i) 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 as soon as practicable if they have any queries regarding their appointment as proxies; or
- (ii) 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 Tuesday, 19 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.

## 6. Other information

- (a) Members, 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 member of the Company.
- (c) The Company's Annual Report 2021 and the Letter to Shareholders dated 5 April 2022 (in relation to the proposed renewal of the share purchase mandate) have been published on the Company's website, and may be accessed as follows:
  - (i) the Annual Report 2021 may be accessed at the URL <https://ir.capitalandinvest.com/publications.html> by clicking on the "Download" hyperlink under "CapitaLand Investment Limited Annual Report 2021"; and
  - (ii) the Letter to Shareholders dated 5 April 2022 may be accessed at the URL [https://ir.capitalandinvest.com/agm\\_egm.html](https://ir.capitalandinvest.com/agm_egm.html) by clicking on the "Letter to Shareholders dated 5 April 2022" hyperlink.

The above documents may also be accessed on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. Printed copies of these documents will not be sent to members. Any member who wishes to receive printed copies of these documents should submit his/her/its request via the online Request Form which is accessible at the Company's website at the URL [https://ir.capitalandinvest.com/agm\\_egm.html](https://ir.capitalandinvest.com/agm_egm.html) no later than **5.00 p.m. on Tuesday, 12 April 2022**.

- (d) Due to the constantly evolving COVID-19 situation in Singapore, the Company may be required to change the arrangements for the AGM at short notice. Members should check the Company's website at the URL [https://ir.capitalandinvest.com/agm\\_egm.html](https://ir.capitalandinvest.com/agm_egm.html) or the SGX website at the URL <https://www.sgx.com/securities/company-announcement> for the latest updates on the status of the AGM.

## **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) submitting the pre-registration 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 member (i) consents to the collection, use and disclosure of the member's personal data

by the Company (or its agents or service providers) for the following purposes (collectively, “Purposes”); (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) for the Purposes; and (iii) agrees to provide the Company with written evidence of such prior consent upon reasonable request:

- (1) the processing, administration and analysis by the Company (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 members, granting access to members (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 members in advance of the AGM and, if necessary, the following up with the relevant members 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 the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.

## **EXPLANATORY NOTES**

### **1. Ordinary Resolution 3**

The aggregate amount of Directors’ remuneration of the non-executive Directors for the year ended 31 December 2021 (“FY2021”) of S\$1,172,231.00 is made up of the accrued fees of each of the non-executive Directors in respect of the period from the date of his or her appointment to the Board in FY2021 up to 31 December 2021.

The aggregate amount of Directors’ fees is based on the fee structure for non-executive Directors for FY 2021 as disclosed in the “Corporate Governance” section of the Company’s Annual Report 2021.

If approved, the Directors’ fees of the non-executive Directors will be paid as to about seventy per cent (70%) in cash and about thirty per cent (30%) in the form of share awards under the RSP, save in the case of (a) Ms Goh Swee Chen (who will be retiring from the Board at the conclusion of the AGM) and Mr Stephen Lee Ching Yen (who will be stepping down from the Board following the conclusion of the AGM), both of whom will, in accordance with the Company’s current policy, receive their Directors’ fees wholly in cash; and (b) Mr Gabriel Lim Meng Liang whose fees will be paid fully in cash to a government agency, The Directorship & Consultancy Appointments Council (“DCAC”). Mr Lim has requested and the DCAC has concurred, that the Directors’ fees for his services, upon approval by shareholders at the AGM, be donated by the Company in its entirety to a charitable organisation, the CapitaLand Hope Foundation.

The actual number of shares to be awarded will be based on the volume-weighted average price of a share of the Company on the SGX-ST over the 14 trading days from (and including) the ex-dividend date following the AGM. The actual number of shares to be awarded will be rounded down to the nearest share, and any residual balance settled in cash. The awards will consist of the grant of fully paid shares, with no performance conditions attached and no vesting periods imposed, although a share retention policy applies. The Directors’ fees will only be paid upon approval by shareholders at the AGM.

### **2. Ordinary Resolutions 4(a) and 4(b)**

Mr Lee Chee Koon will, upon reelection, continue to serve as a Member of the Strategy Committee and the Executive Committee, respectively.

Ms Judy Hsu Chung Wei will, upon reelection, continue to serve as a Member of the Risk Committee, and will assume the role of Chairwoman of the Executive Resource and Compensation Committee (of which she is currently a Member). Ms Hsu is an independent Director.

The profiles of Mr Lee and Ms Hsu can be found in the “Board of Directors” section of the Company’s Annual Report 2021, and the additional information required by Rule 720(6) of the Listing Manual of the SGX-ST is provided in the “Additional Information on Directors Seeking Reelection” section of the Company’s Annual Report 2021.

Ms Goh Swee Chen, Non-Executive Independent Director, will also retire by rotation pursuant to article 94 of the Constitution of the Company at the AGM and has given notice to the Company that she is not seeking reelection at the AGM. Her retirement from the Board will take effect upon the conclusion of the AGM. Ms Goh will, upon retirement, cease to be a Member of the Executive Resource and Compensation Committee and the Risk Committee, respectively.

Separately, Mr Stephen Lee Ching Yen, Non-Executive Independent Director, has given notice of his retirement from the Board. Mr Stephen Lee will step down from the Board, and will cease to be Chairman of the Executive Resource and Compensation Committee and the Nominating Committee, respectively, following the conclusion of the AGM. Ms Judy Hsu Chung Wei, an independent Director who is currently a Member of the Executive Resource and Compensation Committee, will (upon reelection at the AGM) succeed Mr Stephen Lee as Chairwoman of the Executive Resource and Compensation Committee. Mr Gabriel Lim Meng Liang, an independent Director, will join the Nominating Committee and succeed Mr Stephen Lee as Chairman of the Nominating Committee.

Information on the changes proposed to the composition of Board Committees (to take effect after the conclusion of the AGM) can be found in the “Corporate Governance” section of the Company’s Annual Report 2021.

### **3. Ordinary Resolutions 5(a) and 5(b)**

Ms Helen Wong Siu Ming will, upon reelection, continue to serve as a Member of the Audit Committee and the Strategy Committee, respectively. Ms Wong is an independent Director.

Mr David Su Tuong Sing will, upon reelection, continue to serve as a Member of the Strategy Committee. Mr Su is an independent Director.

The profiles of Ms Wong and Mr Su can be found in the “Board of Directors” section of the Company’s Annual Report 2021, and the additional information required by Rule 720(6) of the Listing Manual of the SGX-ST is provided in the “Additional Information on Directors Seeking Reelection” section of the Company’s Annual Report 2021.

### **4. Ordinary Resolution 7**

Ordinary Resolution 7, if passed, will empower the Directors to issue shares in the Company and to make or grant instruments (such as securities, warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments from the date of the AGM until the date of the next annual general meeting of the Company unless such authority is earlier revoked or varied by the shareholders of the Company at a general meeting. The aggregate number of shares which the Directors may issue (including shares to be issued pursuant to convertibles) under Ordinary Resolution 7 must not exceed fifty per cent (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) with a sublimit of ten per cent (10%) for issues other than on a *pro rata* basis. For the purpose of determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares and subsidiary holdings) will be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time that Ordinary Resolution 7 is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time that Ordinary Resolution 7 is passed; and (b) any subsequent bonus issue, consolidation or subdivision of shares. As at 15 March 2022, the Company had 54,347,036 treasury shares and no subsidiary holdings. The sub-limit of ten per cent (10%) for issues other than on a *pro rata* basis is below the twenty per cent (20%) sub-limit permitted by the Listing Manual of the SGX-ST. The Directors believe that the lower sub-limit of ten per cent (10%) would sufficiently address the Company’s present need to maintain flexibility while taking into account shareholders’ concerns against dilution.

### **5. Ordinary Resolution 8**

Ordinary Resolution 8, if passed, will empower the Directors to grant awards under the PSP and the RSP, and to allot and issue shares pursuant to the vesting of such awards provided that the aggregate number

of shares to be issued, when aggregated with existing shares (including treasury shares and cash equivalents) delivered and/or to be delivered pursuant to the PSP, the RSP and all shares, options or awards granted under any other share schemes of the Company then in force, does not exceed eight per cent (8%) of the total number of issued shares of the Company (excluding treasury shares and subsidiary holdings) from time to time. The Directors also currently do not intend, in any given financial year, to grant awards under the PSP and the RSP which, collectively, would comprise more than one per cent (1%) of the total number of issued shares of the Company (excluding treasury shares and subsidiary holdings) from time to time (the “Yearly Limit”). Should the Yearly Limit not be fully utilised in any given financial year, the unutilised balance will be carried forward and may be used by the Directors in subsequent years to make grants of awards under the PSP and the RSP.

## **6. Ordinary Resolution 9**

Ordinary Resolution 9, if passed, will empower the Directors to exercise the power of the Company to purchase or acquire its shares, until the date of the next annual general meeting of the Company unless such authority is earlier revoked or varied by the shareholders of the Company at a general meeting. The Company intends to use internal sources of funds, external borrowings, or a combination of internal resources and external borrowings, to finance purchases or acquisitions of its shares. The amount of financing required for the Company to purchase or acquire its shares, and the impact on the Company’s financial position, cannot be ascertained as at the date of the Notice of AGM as these will depend on, *inter alia*, whether the shares are purchased or acquired out of capital and/or profits of the Company, the aggregate number of shares purchased or acquired, and the consideration paid at the relevant time. For illustrative purposes only, the financial effects of an assumed purchase or acquisition by the Company of five per cent (5%) of its shares (excluding treasury shares and subsidiary holdings) as at 15 March 2022, at a purchase price equivalent to the Maximum Price per share, in the case of both a Market Purchase and an Off-Market Purchase, based on the audited financial statements of the Group and the Company for the financial year ended 31 December 2021 and certain assumptions, are set out in paragraph 2.7 of the Company’s Letter to Shareholders dated 5 April 2022.