

CAPITARETAIL CHINA TRUST

(Constituted in the Republic of Singapore pursuant to
a trust deed dated 23 October 2006 (as amended))

MINUTES OF THE ANNUAL GENERAL MEETING HELD ON FRIDAY, 17 APRIL 2015 AT 10.00 A.M. AT THE STAR GALLERY, LEVEL 3, THE STAR PERFORMING ARTS CENTRE, 1 VISTA EXCHANGE GREEN, SINGAPORE 138617

- Present : Unitholders/Proxies
As per attendance lists
- In attendance : Directors of CapitaRetail China Trust Management Limited, as manager of CapitaRetail China Trust (the “Manager”)
Mr Liew Cheng San Victor, Chairman
Mr Lim Ming Yan, Deputy Chairman
Mr Fong Heng Boo
Mr Christopher Gee Kok Aun
Mr Ng Kok Siong
Professor Tan Kong Yam
Mr Tony Tan Tee Hieong, Chief Executive Officer
- HSBC Institutional Trust Services (Singapore) Limited, trustee of CapitaRetail China Trust
Mr Antony Wade Lewis, Chief Executive Officer
- Company Secretary of the Manager
Ms Goh Mei Lan
- Management of the Manager
Ms Joanne Tan, Head, Finance
Ms Leng Tong Yan, Manager, Investor Relations

1. Introduction

- 1.1 On behalf of HSBC Institutional Trust Services (Singapore) Limited, the trustee of CapitaRetail Trust (“CRCT”, and the trustee of CRCT, the “Trustee”), and the Board of Directors of CapitaRetail China Trust Management Limited, the manager of CRCT (“CRCTML” or the “Manager”), Ms Leng Tong Yan, the Master of Ceremonies (the “Emcee”), welcomed the unitholders of CRCT (the “Unitholders”) to the annual general meeting of CRCT (“AGM” or the “Meeting”).
- 1.2 Mr Tony Tan, the Chief Executive Officer of the Manager, gave a presentation on CRCT’s results for the financial year ended 31 December 2014.
- 1.3 The Emcee then introduced the panellists. Following the introduction, the proceedings of the Meeting were handed over to Mr Liew Cheng San Victor, the Chairman of the Board of Directors of the Manager, who had been nominated by the Trustee to preside as Chairman of the Meeting (“Chairman”) in accordance with the trust deed constituting CRCT dated 23 October 2006 (as amended) (the “Trust Deed”).

1.4 The Chairman noted that a quorum was present and declared the Meeting open at 10.20 a.m. The notice of Meeting dated 19 March 2015 contained in the appendix to the Annual Report circulated to the Unitholders of the same date was, with the consent of the Meeting, taken as read.

1.5 In line with corporate governance best practices and in accordance with the Trust Deed, the Chairman directed that the vote on each Resolution as set out in the notice of Meeting be conducted by poll. The Chairman also advised that, in order not to disrupt the proceedings of the Meeting, the poll on all the Resolutions would be taken together after the last item on the agenda had been dealt with and all the Resolutions have been moved and put to vote.

2. Resolution 1:

Adoption of the Report of the Trustee, the Statement by the Manager, and the Audited Financial Statements of CRCT for the financial year ended 31 December 2014 and the Auditors' Report thereon

2.1 The Chairman invited a Unitholder to propose, and another to second Resolution 1 set out in the notice of Meeting. Unitholder A proposed and Unitholder B seconded the Resolution as follows:

“THAT the Report of HSBC Institutional Trust Services (Singapore) Limited, as trustee of CRCT, the Statement by CapitaRetail China Trust Management Limited, as manager of CRCT and the Audited Financial Statements of CRCT for the financial year ended 31 December 2014 and the Auditors' Report thereon be and are hereby received and adopted.”

2.2 The Chairman invited questions and comments from the floor.

2.3 In response to Unitholder C's queries on page 56 of the Annual Report (the “AR”) where it was stated that the non-Renminbi denominated loans were hedged through non-deliverable forwards (“NDF”), Mr Tony Tan confirmed the NDFs were plain vanilla NDFs. Mr Tony Tan also shared that the NDFs matched the loan maturity of each loan tranche taken out by CRCT, and the Manager would review its hedging policy as and when a particular loan was re-financed.

2.4 Unitholder C next referred the Meeting to page 55 of the AR and made reference to the property yield of CapitaMall Grand Canyon (“**Grand Canyon**”), CapitaMall Xizhimen (“**Xizhimen**”) and CapitaMall Wangjing (“**Wangjing**”). He noted the lower property yield of Grand Canyon as compared to Xizhimen despite Xizhimen being considered more of a prime asset than Grand Canyon. Unitholder C also observed that the net property income (“**NPI**”) of Wangjing was close to double that of Grand Canyon despite the valuation for the two malls being similar and sought clarification on the apparent disparities.

2.5 Mr Tony Tan shared that the figures were a function of the speed of ramping up of operations against valuation, which was refreshed annually. Xizhimen and Wangjing had performed very well and recorded strong reversions over the past three years, hence their property yield of 6.6% and 7.0% respectively. Based on current valuation figures and on a forward basis, the property yield for Xizhimen and Wangjing would be lower than that indicated in the AR. On the contrary, Mr Tony Tan explained that as CRCT had only acquired Grand Canyon recently, the mall was still ramping up its operations and thus it would take time for its property yield to match the other malls.

- 2.6 In response to Unitholder C's query on the typical property yield of malls in Beijing, Mr Tony Tan replied that property yields in the range of 6% to 6.5% would be reasonable. On Grand Canyon's potential property yield, Mr Tony Tan shared that Grand Canyon had managed to achieve a yield of 4.8% on cost-to-date, an increase from its entry yield of 3.3%. Its property yield indicated in the AR was slightly lower due to some valuation gain. Mr Tony Tan added that in the long-term of about four to five years, the target for Grand Canyon would be to achieve a yield-on-cost of around 7% to 8%. Unitholder C took the opportunity to compliment the Manager on its efforts for Grand Canyon. Mr Tony Tan thanked Unitholder C for his compliments.
- 2.7 With regard to Mr Tony Tan's comments on CRCT's intention to pay down onshore loans and reduce interest costs, Unitholder C asked if Mr Tony Tan meant to repay and refinance the onshore loans with offshore loans. Mr Tony Tan replied in the affirmative and shared that as the onshore properties were generating a lot of cash onshore, there was an issue of trapped cash which CRCT was looking to utilise to pay down its onshore loans. Mr Tony Tan added that CRCT's overall level of debt would depend on its plans for asset enhancements and other capital expenditure plans. As the onshore loans were amortised on a periodic basis, cash had to be set aside to pay down the loans.
- 2.8 Unitholder D referred the Meeting to page 57 of the AR and enquired about the rationale for a secured onshore term loan over Grand Canyon when offshore loans were thought to be cheaper. Mr Tony Tan explained that due to the investment structure for the acquisition of Grand Canyon and the existence of an outstanding onshore shareholders' loan repayable to the seller, it was most efficient at that point of time for CRCT to acquire the mall and take on an onshore loan. That allowed CRCT to repay the onshore shareholders' loan, and it provided the flexibility to pay down the onshore loan with trapped cash on a year-to-year basis.
- 2.9 Noting that the rental reversion rates were highly impressive, Unitholder D asked about the sustainability of CRCT's performance going forward. Mr Tony Tan shared that having come from a relatively low base, CRCT's growth reflected its "catching up" over time as the market developed. In addition, CRCT's tenants had been performing well, thus allowing CRCT to ride on their growth. While the dynamics of the mall industry had changed over time, CRCT had re-positioned itself accordingly to adjust to shoppers' demands. Mr Tony Tan emphasised that CRCT's aim was to ensure that its tenants performed well, and to bring in interesting concepts that would excite shoppers and create a positive momentum and environment in the malls. CRCT would continue to be proactive in managing its tenant mix to meet the changing environment and to deliver continuous strong growth.
- 2.10 In response to Unitholder D's further questions on the factors that contributed to CRCT's performance, Mr Tony Tan explained that CRCT's strong performance was due to a combination of factors which included good location and an understanding of the consumer market each mall served. Mr Tony Tan also cited the example of Xizhimen which was located within a main transport hub with three subway lines below and a train station in the vicinity. Hence, Xizhimen experienced strong shopper traffic on a daily basis and was a strong performing mall fundamentally. On the other hand, Wangjing was a sub-urban mall akin to Tampines Mall in Singapore and had various pockets of business centres and a high concentration of expatriates in its vicinity. CRCT therefore had to cater and adjust to the different dynamics of its malls and understand the community needs each mall served. Mr Tony Tan highlighted that this differentiated CRCT from other competitors.

- 2.11 Mr Lim Ming Yan added that the overall retail consumption growth in China typically ranged from a high single to low double digits, and the fact that CRCT managed to deliver high double digit growth in tenant sales demonstrated that CRCT was performing better than its competitors. Mr Lim Ming Yan also mentioned that as long as retail sales in China continue to grow at a reasonable rate, CRCT should continue to perform well. However, he highlighted that although China was likely to enjoy high retail sales consumption growth for the next five years, it might get increasingly challenging to deliver similar levels of high growth when the market matures.
- 2.12 Unitholder D observed that online sales had been experiencing high sales growth and expressed his concerns on the threat from e-commerce to CRCT amidst alternative online channels like Yihaodian.
- 2.13 Mr Tony Tan shared that CRCT was conscious of the threat from online shopping, but however believed that the shopping mall business was unique and provided an experiential effect for people to gather and interact at the malls. To this end, Mr Tony Tan highlighted that CRCT engaged the community actively through its corporate social responsibility programmes. Further, he mentioned that brick-and-mortar businesses could never be fully replaced by online platforms, and pointed out that some e-commerce retailers were even beginning to set up physical shops in malls and may potentially open new consumer markets, a complementary development that was beneficial for the overall retail market. Mr Tony Tan also added that CRCT had been successful as it strived to understand the consumers, engage its community and was sensitive to retail trends.
- 2.14 Unitholder D noted that CapitaMall Minzhongleyuan (“MZLY”) re-opened on 1 May 2014 following asset enhancement initiatives (“AEI”), but was affected by the closure of Zhongshan Avenue shortly thereafter on 1 August 2014. He queried if there were problems communicating with the Chinese authorities such that the road closure could not be anticipated.
- 2.15 Mr Tony Tan shared that there were indeed some difficulties in understanding the exact location and manner of the road closure from the Chinese authorities. Despite CRCT’s efforts to engage the Chinese authorities over a long period of time to determine how exactly the construction would affect the area, the answer had not been forthcoming. This could be due to the massive scale of construction which involved underground digging. The Manager then studied the road works for this new subway line 6 at other parts of the city and noticed that the road closures usually affected only one lane of the road. However in an unprecedented move, the Chinese authorities had unexpectedly closed the entire Zhongshan Avenue.
- 2.16 Unitholder E congratulated the Board for CRCT’s good results. He mentioned that he had visited some of the malls in Beijing and felt that they were very well managed. In response to Unitholder E’s request to also provide the occupancy costs of the malls, Mr Tony Tan shared that CRCT’s occupancy cost as a portfolio was about 20%, a healthy level despite higher than Singapore due to market differences between Singapore and China. He added that information on occupancy cost was not disclosed in the AR because it varied on a mall to mall basis and it was CRCT’s competitive edge to keep such figures private, since such information were typically not revealed in the Chinese market.
- 2.17 In response to Unitholder E’s next query on the state of retail sales growth in China in view of the apparent slowdown in economy, Mr Tony Tan replied that he had not noticed any visible change on the ground thus far and CRCT malls were still enjoying strong shopper traffic. In the context of the Chinese market on a national level, Mr Tony Tan shared that there was uncertainty due to the clamp down on corruption, austerity movement and governmental policies which had an impact on the general retail sales environment. However, he highlighted that the Chinese economy was still growing at around 7%, and there was still job creation as well as increase in income which would naturally lead to an increase in spending.

- 2.18 Unitholder E asked about the impact of the road closure on the performance of MZLY. Mr Tony Tan replied that given the low NPI, Management did not expect MZLY to contribute to the performance of CRCT's portfolio. CRCT's tactical strategy for MZLY was to conduct more activities to retain the mall's presence in the minds of the community. Mr Tony Tan also shared that CRCT was prepared to support tenants who remained with MZLY during the road closure with attractive rent structure.
- 2.19 Unitholder E observed that three malls were under master leases and asked whether Unitholders could have more information on the malls' underlying occupancy rate and their performance at the tenants' level.
- 2.20 Mr Tony Tan explained that out of the three malls, the master lessees of two malls were operators of a supermarket-cum-departmental store. The other mall's master lessee substantially comprised a supermarket and a "Home-Fix" type of retailer. Mr Tony Tan shared that the departmental stores had not been performing well for the past three years as the trade sector was still undergoing a phase of adjustment from a policy and operating format standpoint. However, Mr Tony Tan added that the three malls were 100% occupied, and were not loss-making.
- 2.21 In response to Unitholder E's further query on the re-positioning of the three malls if the master leases were not renewed. Mr Tony Tan replied that as the malls were located in fairly prime locations, CRCT would consider re-positioning the malls in the event the master lessee intended to pull out.
- 2.22 Noting that CRCT's sponsor, CapitalLand Limited (the "**Sponsor**") had a large portfolio of malls in China, Unitholder E enquired about CRCT's acquisition strategy, in particular whether there were any policies or guidelines for future acquisitions. Mr Tony Tan replied that CRCT's acquisition strategy would not be limited to the Sponsor's assets. Other than a right of first refusal from the Sponsor, the Manager was constantly on the lookout for external opportunities as well. In addition, Mr Tony Tan shared that there was a lot more scope for negotiations on price with potential sellers in the present climate compared to 12 months ago.
- 2.23 In response to Unitholder E's question on whether the Sponsor had any assets that it may potentially divest to CRCT, Mr Lim Ming Yan replied that the main point was for CRCT to acquire an asset that was accretive to CRCT's portfolio as a whole. As he observed that there were many opportunities in the market, Mr Lim Ming Yan commented that CRCT should not limit its acquisition strategy to the Sponsor. Mr Tony Tan highlighted that if CRCT were to acquire assets from external parties, CRCT and Sponsor would be able to collectively expand their footprint across to larger base, and this will further entrench their operational synergy. To build scale in each city, it would be more favourable and positive for CRCT and the Sponsor's ecosystem to make acquisitions from external parties.
- 2.24 In relation to the competition and sustainability of Wangjing and Xizhimen, Unitholder E wanted to know whether CRCT had any visibility regarding the new supply of competitor malls. Mr Tony Tan highlighted that Xizhimen and Wangjing were very well positioned and were able to maintain their edge against any competition. He expressed his confidence in Xizhimen as it was a fundamentally strong mall and would not be easy for competitors to replicate. Wangjing on the other hand was a sub-urban mall and there were some competitor malls in the vicinity performing at sub-optimal levels. Although Management were not aware if the performance of the competitor malls would improve in future, Mr Tony Tan emphasised that CRCT would continue its efforts in understanding and adapting to the evolving consumers' needs, and to remain relevant and attractive to visit. In response to Unitholder E's question on new supply of malls in the vicinity of Wangjing, Mr Tony Tan shared that he was not aware of any immediate new supply of malls.

- 2.25 In response to Unitholder F's queries on CRCT's projected net asset value ("**NAV**") and distribution per unit ("**DPU**") over the next five to ten years assuming no material change to CRCT's gearing ratio, Mr Tony Tan replied that it would be difficult to give an accurate response for a long term projection, in view of the many variables that could affect growth and performance such as changes to the operating environment. However, Mr Tony Tan commented that as long as CRCT kept itself on top of issues amidst the changes, Unitholders could expect a positive trajectory, although the exact percentage would be difficult to predict. Mr Lim Ming Yan added that investors could conduct their own extrapolation by referring to CRCT's historical growth over the past five years, bearing in mind the many factors which could affect the figures, including possible acquisitions. In view of the many variables, Mr Lim Ming Yan shared that it would be difficult to determine a specific growth target and shared it might be more prudent for the Manager to focus on creating sustainable value, rather than meeting a fixed target.
- 2.26 Noting that a sensitivity analysis was conducted based on financial instruments, Unitholder F asked the Manager if it could consider providing a sensitivity analysis for the valuation of the malls. Mr Tony Tan replied that the Manager could consider his suggestion, but highlighted that different valuers were engaged for the valuation of malls and each valuer used different valuation methodology which could affect the usefulness of any sensitivity analysis.
- 2.27 In response to Unitholder F's concerns on the MAS' consultation paper and its proposal regarding internal management of REITs, Mr Lim Ming Yan responded that there were certain benefits to the current external management model. The Manager, being smaller management team, was able to tap on the Sponsor's resources and technical expertise and benefit from support from the Sponsor. Mr Lim Ming Yan also observed that the current external management model allowed REITs to take on attractive investment opportunities provided or identified by the Sponsor. He cited the case of Grand Canyon, where certain procedural challenges in the acquisition process were undertaken by the Sponsor.
- 2.28 Unitholder F asked if the MAS had made a decision on its proposal. Mr Lim Ming Yan replied in the negative and shared that the current market seemed to prefer the external management model.
- 2.29 Unitholder G noted the high participation rate of CRCT's distribution reinvestment plan ("**DRP**") and queried if it would affect distribution to Unitholders assuming a lower growth. Mr Tony Tan replied that the net impact on DPU arising from the issue of additional units under the DRP was currently approximately 1%. While Unitholders who participated in the DRP over the past few years had benefited from their participation, the dilution impact to non-participating Unitholders was minimal. Mr Tony Tan also shared that even in the event that there was no growth and the distribution was made entirely in Units (instead of cash), the dilution would be around 2%.
- 2.30 In response to Unitholder G's questions regarding the divestment plans for CapitaMall Wuhu ("**Wuhu**"), Mr Tony Tan replied that the Manager was still assessing its options for the mall, which was located in a challenging city. Furthermore, the resettlement of the residents located in the vicinity of Wuhu had caused a loss of almost 3,000 households from its catchment area and affected the mall's performance for the past two years. Mr Tony Tan shared that there were many factors to consider in assessing its options for the mall, and CRCT wanted to continue to ensure that the mall was competitive and performing in any case, so that the valuation for any divestment would not be adversely affected.

- 2.31 Unitholder H observed a concentration of malls in Beijing and asked about the rationale, and whether the Manager would consider diversifying geographically to other cities like Shanghai and Chengdu. Mr Lim Ming Yan responded that apart from Beijing, in which there was generally a lot of market interest, the Manager was exploring other Tier 1 cities like Chengdu, Xian, Wuhan and Shanghai. He added that Beijing's area and large population allowed more scope to grow CRCT's presence and that focusing on Beijing would allow CRCT to capitalise on economies of scale and create brand recognition to further enhance CRCT's ability to hold its own in the face of competitors.
- 2.32 In response to Unitholder I's questions on the land use rights in China and the implications upon expiry of such land use rights, Mr Tony Tan shared that there were currently no precedents but the prevailing opinion was that there would likely be a roll-over of land use rights with a payment of premium subject to any governmental purpose or plan to recover the land. Mr Lim Ming Yan added that the land use right law reform was relatively recent and there had been no indication by the Chinese government regarding treatment of renewals thus far. In any event, Mr Lim Ming Yan assured the Meeting that CRCT conducted its planning and projections based on the actual remaining land use right for each of its malls.
- 2.33 As there were no further questions, the Chairman proceeded to put Resolution 1 to vote. So as not to disrupt the proceedings of the Meeting, the Chairman informed the Meeting that the poll on Resolution 1 would be taken after the last item on the agenda had been dealt with, and continued with the next item on the agenda.

3. Resolution 2:

Re-appointment of KPMG LLP as Auditors of CRCT

- 3.1 The Chairman invited a Unitholder to propose, and another to second Resolution 2. Unitholder J proposed and Unitholder K seconded the Resolution, as follows:

“THAT KPMG LLP be re-appointed as Auditors of CRCT to hold office until the conclusion of the next annual general meeting and that the Manager be authorised to fix their remuneration.”

- 3.2 The Chairman invited questions and comments from the floor.
- 3.3 As there were no questions on Resolution 2, the Chairman proceeded to put Resolution 2 to vote. So as not to disrupt the proceedings of the Meeting, the Chairman informed the Meeting that the poll on Resolution 2 would be taken after the last item on the agenda had been dealt with, and continued with the next item on the agenda.

4. Resolution 3:

Authority for the Manager to issue Units in CapitaRetail China Trust (“Units”) and to make or grant Convertible Instruments

- 4.1 The Chairman invited a Unitholder to propose, and another to second Resolution 3. Unitholder L proposed and Unitholder M seconded the Resolution, as follows:

“THAT authority be and is hereby given to the Manager to:

- (a) (i) issue 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),

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 options which 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 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 CRCT or (ii) the date by which the next annual general meeting of CRCT is required by applicable laws and regulations or the Trust Deed to be held, whichever is the 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 CRCT to give effect to the authority conferred by this Resolution.”

4.2 The Chairman invited questions and comments from the floor.

4.3 As there were no questions on Resolution 3, the Chairman proceeded to put Resolution 3 to vote. So as not to disrupt the proceedings of the Meeting, the Chairman informed the Meeting that the poll on Resolution 3 would be taken after the last item on the agenda had been dealt with, and continued with the next item on the agenda.

5. Resolution 4:
Approval of the Renewal of the Unit Buy-Back Mandate

5.1 The Chairman invited a Unitholder to propose, and another to second Resolution 4. Unitholder N proposed and Unitholder O seconded the Resolution, as follows:

“THAT:

- (a) the exercise of all the powers of the Manager to repurchase issued Units for and on behalf of CRCT 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 CRCT is held;
 - (ii) the date by which the next annual general meeting of CRCT is required by applicable laws and regulations or the Trust Deed to be held; or
 - (iii) the date on which repurchase of Units pursuant to the Unit Buy-Back Mandate is 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 after the relevant five Market Days;

“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) for each Unit and the relevant terms of the equal access scheme for effecting the off-market repurchase;

“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 2.5% 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:

- (i) in the case of a market repurchase of a Unit, 105.0% of the Average Closing Price of the Units; and
 - (ii) in the case of an off-market repurchase of a Unit, 110.0% of the Average Closing Price of the Units; 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 CRCT to give effect to the transactions contemplated and/or authorised by this Resolution.”

5.2 The Chairman invited questions and comments from the floor.

5.3 Unitholder P asked whether there was any specific criteria regarding the exercise of the Unit buy-back mandate to ensure that it is exercised in the interest of Unitholders.

5.4 Mr Tony Tan replied that any decision to exercise the Unit buy-back mandate would be considered very carefully by the Manager, as any Unit buy-back would signal to the market the Manager's attempts to stabilise trading in Units. The Chairman also assured the Meeting that any exercise in the Unit buy-back mandate would be in the interest of Unitholders. Mr Tony Tan added that the Manager would focus on deploying any cash retained to expand the operations of CRCT instead of buy back the Units.

5.5 As there were no further questions on Resolution 4, the Chairman proceeded to put Resolution 4 to vote. So as not to disrupt the proceedings of the Meeting, the Chairman informed the Meeting that the poll on Resolution 4 would be taken after the last item on the agenda had been dealt with, and continued with the next item on the agenda.

6. Resolution 5:

Authority for the Manager to issue Units pursuant to the CRCT Distribution Reinvestment Plan

6.1 The Chairman invited a Unitholder to propose, and another to second Resolution 5. Unitholder Q proposed and Unitholder R seconded the Resolution, as follows:

“THAT authority be and is hereby given to the Manager, for the purposes of, in connection with or where contemplated by the distribution reinvestment plan established by CRCT (the “**Distribution Reinvestment Plan**”), to:

- (a) issue from time to time, such number of Units as may be required to be issued; and
- (b) issue such number of Units as may be required to be issued in pursuance of the application of the Distribution Reinvestment Plan to any distribution which was approved while the authority conferred by 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),

at any time and upon such terms and conditions and to or with such persons as the Manager may, in its absolute discretion, deem fit.”

6.2 The Chairman invited questions and comments from the floor.

6.3 As there were no further questions on Resolution 5, the Chairman proceeded to put Resolution 5 to vote. The Chairman noted that no notification had been received by the Company Secretary for the transaction of any other business at the Meeting and proceeded with the conduct of poll on Resolutions 1 to 5.

6.4 The Chairman informed the Meeting that KPMG LLP had been appointed as the scrutineers to conduct the poll. The Chairman explained that as the Chairman of the Meeting, he held valid proxies in respect of Resolutions 1 to 5 from eligible Unitholders.

6.5 Mr Ronald Tay of KPMG LLP proceeded with an explanation of the procedures, after which the Chairman requested the Unitholders to complete the poll voting slips and hand them to the scrutineers.

7. ADJOURNMENT OF MEETING

- 7.1 The Chairman declared the Meeting was adjourned at 11.20 a.m., pending the counting of the votes.

8. RESUMPTION OF MEETING TO DECLARE POLL RESULTS

- 8.1 The Chairman resumed the Meeting at 11.50 a.m. and informed that the votes on Resolutions 1 to 5 had been counted and verified. Mr Ronald Tay then proceeded to read the results of the polls on Resolutions 1 to 5 as follows:

Resolution 1 (Ordinary Resolution)

For		Against	
No. of Units	%	No. of Units	%
538,681,199	100.00	0	0.00

Based on the results of the poll, the Chairman declared Resolution 1 carried as an Ordinary Resolution.

Resolution 2 (Ordinary Resolution)

For		Against	
No. of Units	%	No. of Units	%
538,673,199	99.99	64,000	0.01

Based on the results of the poll, the Chairman declared Resolution 2 carried as an Ordinary Resolution.

Resolution 3 (Ordinary Resolution)

For		Against	
No. of Units	%	No. of Units	%
394,723,616	73.27	143,995,582	26.73

Based on the results of the poll, the Chairman declared Resolution 3 carried as an Ordinary Resolution.

Resolution 4 (Ordinary Resolution)

For		Against	
No. of Units	%	No. of Units	%
538,673,269	99.99	56,000	0.01

Based on the results of the poll, the Chairman declared Resolution 4 carried as an Ordinary Resolution.

Resolution 5 (Ordinary Resolution)

For		Against	
No. of Units	%	No. of Units	%
538,668,199	99.99	66,000	0.01

Based on the results of the poll, the Chairman declared Resolution 5 carried as an Ordinary Resolution.

9. CLOSING ADDRESS

There being no other business, on behalf of the Trustee and the Manager, the Chairman thanked all present for their attendance and support, and declared the Meeting closed at 12.00 p.m.

Confirmed By
Mr Liew Cheng San Victor
Chairman of the Meeting