



A Member of CapitaLand

**Ascendas Real Estate Investment Trust**

Constituted in the Republic of Singapore  
pursuant to a deed of trust dated 9 October 2002 (as amended)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an **Extraordinary General Meeting** (“EGM”) of the holders of units of Ascendas Real Estate Investment Trust (“**Ascendas Reit**”, and the holders of units of Ascendas Reit “**Unitholders**”) will be convened and held by way of electronic means on Wednesday, 16 June 2021 at 4.00 p.m. (Singapore Time), for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions (capitalised terms not otherwise defined herein shall bear the meanings ascribed to them in the circular dated 31 May 2021 to Unitholders (the “**Circular**”)):

**(1) TO APPROVE THE PROPOSED ACQUISITION OF 75% OF THE TOTAL ISSUED SHARE OF ASCENDAS FUSION 5 PTE. LTD. AS AN INTERESTED PERSON TRANSACTION (ORDINARY RESOLUTION)**

That:

- (a) approval be and is hereby given for the proposed acquisition of 102,150,000 ordinary shares in the share capital of Ascendas Fusion 5 Pte. Ltd. by HSBC Institutional Trust Services (Singapore) Limited, in its capacity as trustee of Ascendas Reit (the “**Trustee**”), and PLC 8 Holdings Pte. Ltd., a wholly-owned subsidiary of the Trustee from Ascendas Fusion 5 Holding Pte. Ltd., a wholly-owned subsidiary of CapitaLand Limited (the “**Proposed Acquisition**”) on the terms and conditions set out in the Share Purchase Agreement, and that the entry into the Share Purchase Agreement be and is hereby approved, confirmed and/or ratified;
- (b) approval be and is hereby given for the provision of a shareholder’s loan of S\$215.5 million to Ascendas Fusion 5 Pte. Ltd. for the repayment and discharge of the existing bank loans provided to Ascendas Fusion 5 Pte. Ltd. in connection with the Proposed Acquisition;
- (c) approval be and is hereby given for the payment of all fees and expenses relating to the Proposed Acquisition; and
- (d) Ascendas Funds Management (S) Limited, as the manager of Ascendas Reit (the “**Manager**”), any director of 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, such director of the Manager or, as the case may be, the Trustee may consider expedient or necessary or in the interests of Ascendas Reit to give effect to the Proposed Acquisition and all transactions in connection therewith (including, but not limited to all transactions contemplated under the Share Purchase Agreement).

Details of the Proposed Acquisition and other related matters are set out in the Circular.

**(2) TO APPROVE THE PROPOSED ISSUANCE OF CONSIDERATION UNITS (ORDINARY RESOLUTION)**

That, subject to and contingent on the passing of Resolution 1:

- (a) approval be and is hereby given for the allotment and issue by the Manager of the Consideration Units in the manner described in the Circular (the “**Proposed Issuance of Consideration Units**”); and
- (b) (i) the Manager, (ii) any director of 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, such director of the Manager or, as the case may be, the Trustee may consider expedient or necessary or in the interests of Ascendas Reit to give effect to the Proposed Issuance of Consideration Units and all transactions in connection therewith.

Details of the Proposed Issuance of Consideration Units are set out in the Circular.

BY ORDER OF THE BOARD

**Ascendas Funds Management (S) Limited**

(Company Registration Number: 200201987K)

as manager of **Ascendas Real Estate Investment Trust**

**Mary Judith de Souza**

Company Secretary

Singapore

31 May 2021

**Notes:**

1. The EGM is being convened, and will be held, by 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 this Notice of EGM will not be sent to Unitholders. Instead, this Notice of EGM is sent to Unitholders by electronic means via publication on the website of Ascendas Reit at the URL <https://ir.ascendas-reit.com/agm.html> and is also made available on the website of the SGX at the URL <https://www.sgx.com/securities/company-announcements>.
2. **Due to the current COVID-19 restriction orders in Singapore, a Unitholder will not be able to attend the EGM in person.** Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the meeting can be electronically accessed via a live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the EGM in advance of the EGM, addressing of substantial and relevant questions prior to or at the EGM and voting by appointing the Chairman of the EGM as proxy at the EGM, are set out below. Any reference to a time of day is made by reference to Singapore Time.
3. Unitholders and CPF and SRS investors will be able to observe and/or listen to the EGM proceedings through a live audio-visual webcast or live audio-only stream via their mobile phones, tablets or computers. In order to do so, Unitholders and CPF and SRS investors must pre-register at Ascendas Reit's pre-registration website at the URL <https://ir.ascendas-reit.com/agm.html> from now till 4.00 p.m. (Singapore Time) on 13 June 2021 to enable the Manager to verify their status as Unitholders.

Following the verification, authenticated Unitholders and CPF and SRS investors will receive an email, which will contain user ID and password details as well as instructions on how to access the live audio-visual webcast and live audio-only stream of the EGM proceedings, by 4.00 p.m. (Singapore Time) on 15 June 2021. Unitholders and CPF and SRS investors who do not receive an email by 4.00 p.m. (Singapore Time) on 15 June 2021 but have registered by the 13 June 2021 deadline should contact Ascendas Reit's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at [areit-egm2021@boardroomlimited.com](mailto:areit-egm2021@boardroomlimited.com), or alternatively, at (65) 6536 5355 (during office hours).

4. Unitholders may also submit questions related to the resolutions to be tabled for approval at the EGM to the Chairman of the EGM, in advance of the EGM. In order to do so, their questions must be submitted in the following manner by 4.00 p.m. (Singapore Time) on 13 June 2021.
  - (a) if submitted electronically, via Ascendas Reit's pre-registration website at the URL <https://ir.ascendas-reit.com/agm.html>; or
  - (b) if submitted by post, be deposited at the office of Ascendas Reit's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623.

Unitholders who submit questions by post to Ascendas Reit's Unit Registrar must provide the following information:

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

The Chairman of the Manager, Dr Beh Swan Gin, and Chief Executive Officer of the Manager, Mr William Tay Wee Leong, will conduct the proceedings of the EGM. The Manager will endeavour to address all substantial and relevant questions received in advance of the EGM from the Unitholders, prior to or during the EGM. The Manager will publish the responses to the substantial and relevant questions which the Manager is unable to address during the EGM, on the website of Ascendas Reit and on SGXNET prior to the EGM. The Manager will publish the minutes of the EGM on the website of Ascendas Reit and on SGXNET within one month from the date of the EGM, and the minutes will include the responses to the substantial and relevant questions which are addressed during the EGM.

Unitholders will not be able to ask questions at the EGM during the live audio-visual webcast or live audio only stream, and therefore it is important for Unitholders who wish to ask questions to submit their questions in advance of the EGM in the manner set out above in this paragraph 4.

5. Unitholders will not be able to vote online on the resolutions to be tabled for approval at the EGM. If a Unitholder (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it must appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM. The Proxy Form is available on the website of Ascendas Reit at the URL <https://ir.ascendas-reit.com/agm.html> and on the website of the SGX at the URL <https://www.sgx.com/securities/company-announcements>, respectively. Printed copies of the Proxy Form will not be sent to Unitholders.

In appointing the Chairman of the EGM as proxy, a Unitholder must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.

6. The Proxy Form appointing the Chairman of the EGM as proxy must be submitted to the Manager c/o Ascendas Reit's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., in the following manner:
  - (a) if submitted by post, be lodged at the office of Ascendas Reit's Unit Registrar at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623; or
  - (b) if submitted electronically, be submitted via email to Ascendas Reit's Unit Registrar at [areit-egm2021@boardroomlimited.com](mailto:areit-egm2021@boardroomlimited.com),

in either case, by 4.00 p.m. (Singapore Time) on Sunday, 13 June 2021, being 72 hours before the time fixed for the EGM.

A Unitholder who wishes to submit a Proxy Form must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

**In view of the COVID-19 situation, Unitholders are strongly encouraged to submit completed Proxy Forms electronically via email.**

7. Persons who hold Units through relevant intermediaries (as defined below) and who wish to participate in the EGM by (a) observing and/or listening to the EGM proceedings through live audio-visual webcast or live audio-only stream; (b) submitting questions in advance of the EGM; and/or (c) appointing the Chairman of the EGM as proxy to attend, speak and vote on their behalf at the EGM, should contact the relevant intermediary through which they hold such Units as soon as possible in order to make the necessary arrangements for them to participate in the EGM.

In addition, CPF and SRS investors who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. (Singapore Time) on Friday, 4 June 2021, being seven (7) working days before the date of the EGM.

"relevant intermediary" means:

- (a) a banking corporation licensed under the Banking Act, Chapter 19 of Singapore, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds Units in that capacity;
  - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Chapter 289 of Singapore, and who holds Units in that capacity; or
  - (c) the Central Provident Fund Board ("CPF Board") established by the Central Provident Fund Act, Chapter 36 of Singapore, 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.
8. The Chairman of the EGM, as proxy, need not be a Unitholder of Ascendas Reit.
  9. The Circular may be accessed at the website of Ascendas Reit at the URL <https://ir.ascendas-reit.com/agm.html> and on the website of the SGX at the URL <https://www.sgx.com/securities/company-announcements>.
  10. Due to the constantly evolving COVID-19 situation in Singapore, the Manager may be required to change the arrangements for the EGM at short notice. Unitholders should check the website of Ascendas Reit at the URL <https://ir.ascendas-reit.com/agm.html> for the latest updates on the status of the EGM.

### **Personal Data Privacy:**

By submitting an instrument to appoint the Chairman of the EGM as proxy to attend, speak and vote at the EGM and/or any adjournment thereof as well as for purposes of the authentication of a Unitholder's presence at the EGM via electronic means, a Unitholder consents to the collection, use and disclosure of the Unitholder's personal data by the Manager and the Trustee (or their agents) for the purpose of the processing and administration by the Manager and the Trustee (or their agents) of the appointment of the Chairman of the EGM as proxy for the EGM (including any adjournment thereof), the authentication of a Unitholder's presence at the EGM via electronic means and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Manager and the Trustee (or their agents) to comply with any applicable laws, listing rules, regulations and/or guidelines.