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## **CAPITAMALLS ASIA LIMITED**

**凱德商用產業有限公司\***

(Singapore Company Registration Number: 200413169H)  
(Incorporated in the Republic of Singapore with limited liability)

**(Hong Kong Stock Code: 6813)**

**(Singapore Stock Code: JS8)**

### **ANNOUNCEMENT**

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

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**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“**EGM**”) of CapitaMalls Asia Limited (the “**Company**”) will be held at The Star Gallery, Level 3, The Star Performing Arts Centre, 1 Vista Exchange Green, Singapore 138617 on Thursday, 17 April 2014 at 10.15 a.m. (or as soon thereafter as the Annual General Meeting of the Company to be held at 10.00 a.m. on the same day and at the same place is concluded or adjourned) for the purpose of considering and, if thought fit, passing (with or without modification) the following resolution:

#### **ORDINARY RESOLUTION**

##### **Renewal of the Share Purchase Mandate**

That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 of Singapore (the “**Companies Act**”), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire shares in the capital 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:

*\* For identification purposes only*

- (i) market purchase(s) (“**Market Purchase(s)**”) on the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), The Stock Exchange of Hong Kong Limited (the “**HKEx**”) 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, the HKEx 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, the HKEx 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 earlier of:

- (i) the date on which the next Annual General Meeting of the Company is held; or
- (ii) the date by which the next Annual General Meeting of the Company is required by law to be held;

- (c) in this Resolution:

“**Average Closing Price**” means:

- (i) in the case of a Market Purchase, 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, the HKEx or, as the case may be, the Other Exchange, immediately preceding the date of the Market Purchase by the Company; or
- (ii) in the case of an Off-Market Purchase, 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, the HKEx or, as the case may be, the Other Exchange, whichever is the lowest (and where the shares are traded in different currencies between the exchanges, as determined by the Company based on the exchange rate quoted by Bloomberg L.P. on the date of the making of the offer pursuant to the Off-Market Purchase), immediately preceding 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 after the relevant five-day period;

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

**“Market Day”** means a day on which the SGX-ST, the HKEx or the Other Exchange, as the case may be, is open for trading in securities;

**“Maximum Limit”** means that number of shares representing ten per cent. (10%) of the issued shares as at the date of the passing of this Resolution (excluding treasury shares, if any); and

**“Maximum Price”** in relation to a share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) which shall not exceed:

- (i) in the case of a Market Purchase, 105% of the Average Closing Price of the shares; and
  - (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, 110% 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

**CHOO WEI-PIN**

Company Secretary

Singapore

17 March 2014

**Notes:**

- I A member of the Company entitled to attend and vote at the EGM of the Company is entitled to appoint more than one proxy to attend and vote in his/her stead. A proxy need not be a member of the Company.
- II Where a member of the Company appoints more than one proxy, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy.
- III The proxy form must be lodged/deposited at the office of the Company's Singapore Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 (for Singapore shareholders), or at the office of the Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for Hong Kong shareholders), not later than 15 April 2014 at 10.15 a.m. being 48 hours before the time fixed for the EGM of the Company.
- IV 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 this notice of EGM 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 of ten per cent. (10%) of its shares by the Company as at 21 February 2014, at a purchase price equivalent to the Maximum Price per share, in the case of a Market Purchase and an Off-Market Purchase respectively, based on the audited financial statements of the Group and the Company for the financial year ended 31 December 2013 and certain assumptions, are set out in paragraph 2.7 of the Company's Circular to Shareholders in relation to the EGM of the Company.

*As at the date of this announcement, the board of directors of the Company comprises Mr Ng Kee Choe (Chairman and non-executive director); Mr Lim Beng Chee as executive director; Mr Lim Ming Yan, Ms Chua Kheng Yeng Jennie and Mr Lim Tse Ghow Olivier as non-executive directors; and Mr Sunil Tissa Amarasuriya, Tan Sri Amirsham A Aziz, Dr Loo Choon Yong, Mrs Arfat Pannir Selvam, Mr Bob Tan Beng Hai and Professor Tan Kong Yam as independent non-executive directors.*