

ANNUAL GENERAL MEETING::VOLUNTARY

Issuer & Securities

Issuer/ Manager

CITY DEVELOPMENTS LIMITED

Security

CITY DEVELOPMENTS LIMITED - SG1R89002252 - C09

Announcement Details

Announcement Title

Annual General Meeting

Date & Time of Broadcast

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Status

New

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Submitted By (Co./ Ind. Name)

Enid Ling Peek Fong

Designation

Company Secretary

Financial Year End

31/12/2023

Event Narrative

Narrative Type	Narrative Text
Additional Text	Please refer to the following documents attached: 1) Notice of the 61st AGM; 2) Proxy Form; 3) 61st AGM Arrangement Announcement; and 4) Letter to Shareholders dated 26 March 2024.

Event Dates

Meeting Date and Time

24/04/2024 10:00:00

Response Deadline Date

21/04/2024 10:00:00

Event Venue(s)

Place

Venue(s)	Venue details
Meeting Venue	M Hotel Singapore, Banquet Suite, Level 10, 81 Anson Road, Singapore 079908 and using virtual meeting technology on Wednesday, 24 April 2024 at 10.00 a.m.

Attachments

[1 CDL AR 2023 AGM Notice Final.pdf](#)[2 CDL AR 2023 Proxy Form Final.pdf](#)[3 CDL 2024 AGM Arrangement Announcement Master Final for SGX.pdf](#)[4 Letter to Shareholders dated 26 March 2024 SGX.pdf](#)

Total size =815K MB



CITY DEVELOPMENTS LIMITED

(Co. Reg. No. 196300316Z)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixty-First Annual General Meeting (the "Meeting") of City Developments Limited (the "Company") will be convened and held at M Hotel Singapore, Banquet Suite, Level 10, 81 Anson Road, Singapore 079908 and using virtual meeting technology on Wednesday, 24 April 2024 at 10.00 a.m. for the following purposes:

(A) ORDINARY BUSINESS

1. To receive the Directors' Statement and Audited Financial Statements for the year ended 31 December ("FY") 2023 and the Auditors' Report thereon.
2. To declare a final one-tier tax-exempt ordinary dividend of \$0.08 per ordinary share ("Final Ordinary Dividend") for FY 2023.
3. To approve Directors' Fees of up to \$2,000,000 for the financial year ending 31 December 2024 (FY 2023: up to \$2,000,000; actual paid: \$1,709,723).
4. To re-elect the following Directors, who are retiring in accordance with Clause 83(a) of the Constitution of the Company and who, being eligible, offer themselves for re-election:
 - (a) Mr Kwek Leng Beng
 - (b) Mr Sherman Kwek Eik Tse
 - (c) Mr Lee Jee Cheng Philip
 - (d) Ms Chan Swee Liang Carolina (Carol Fong)

Key information on the Directors who are proposed to be re-elected can be found under the sections on "Board of Directors" and "Additional Information on Directors Seeking Re-election at the 61st Annual General Meeting" of Annual Report 2023.
5. To re-appoint KPMG LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.

(B) SPECIAL BUSINESS

To consider and, if thought fit, to pass, with or without any modifications, the following resolutions which will be proposed as Ordinary Resolutions:

6. That authority be and is hereby given to the Directors to:
 - (a) (i) issue ordinary shares of the Company 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 ordinary shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into ordinary 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) (notwithstanding the authority conferred by this Ordinary Resolution may have ceased to be in force) issue ordinary shares in pursuance of any Instrument made or granted by the Directors while this Ordinary Resolution was in force,

provided that:

- (1) the aggregate number of ordinary shares to be issued pursuant to this Ordinary Resolution (including ordinary shares to be issued in pursuance of Instruments made or granted pursuant to this Ordinary Resolution but excluding ordinary shares which may be issued pursuant to any adjustments effected under any relevant Instrument) does not exceed 50% of the total number of issued ordinary shares, excluding treasury shares and subsidiary holdings, of the Company (as calculated in accordance with paragraph (2) below), of which the aggregate number of ordinary shares to be issued other than on a pro rata basis to shareholders of the Company (including ordinary shares to be issued in pursuance of Instruments made or granted pursuant to this Ordinary Resolution but excluding ordinary shares which may be issued pursuant to any adjustments effected under any relevant Instrument) does not exceed 10% of the total number of issued ordinary shares, excluding treasury shares and subsidiary holdings, of the Company (as calculated in accordance with paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by Singapore Exchange Securities Trading Limited ("SGX-ST")) for the purpose of determining the aggregate number of ordinary shares that may be issued under paragraph (1) above, the percentage of issued ordinary shares, excluding treasury shares and subsidiary holdings, shall be based on the total number of issued ordinary shares, excluding treasury shares and subsidiary holdings, of the Company at the time this Ordinary Resolution is passed, after adjusting for:
 - (i) new ordinary shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Ordinary Resolution is passed; and
 - (ii) any subsequent bonus issue, consolidation or subdivision of ordinary shares,

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

- (3) in exercising the authority conferred by this Ordinary Resolution, the Company shall comply with the provisions of the Listing Manual of SGX-ST for the time being in force (unless such compliance has been waived by SGX-ST) and the Constitution for the time being of the Company; and
- (4) (unless revoked or varied by the Company in a general meeting) the authority conferred by this Ordinary Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company ("AGM") or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.

7. That:

- (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 of all the powers of the Company to purchase or otherwise acquire issued ordinary shares ("Ordinary Shares") and/or non-redeemable convertible non-cumulative preference shares ("Preference Shares") of the Company not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price or prices as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
 - (i) market purchases (each a "Market Purchase") on SGX-ST; and/or
 - (ii) off-market purchases (each an "Off-Market Purchase") effected otherwise than on SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they may, in their absolute discretion, deem fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

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

- (b) the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the date of the passing of this Ordinary Resolution and expiring on the earliest of:
- (i) the date on which the next AGM of the Company is held or required by law to be held;
 - (ii) the date on which the authority conferred by the Share Purchase Mandate is varied or revoked in general meeting; or
 - (iii) the date on which the purchases or acquisitions of Ordinary Shares and/or Preference Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated;

- (c) in this Ordinary Resolution:

“Prescribed Limit” means in relation to any purchase or acquisition of Ordinary Shares, the number of issued Ordinary Shares representing 10% of the total number of issued Ordinary Shares as at the date of the passing of this Ordinary Resolution (excluding treasury shares and subsidiary holdings (as defined in the Listing Manual of SGX-ST) as at that date), and in relation to any purchase or acquisition of Preference Shares, the number of issued Preference Shares representing 10% of the total number of issued Preference Shares as at the date of the passing of this Ordinary Resolution; and

“Maximum Price” in relation to an Ordinary Share or a Preference Share to be purchased or acquired (as the case may be) means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding whether pursuant to a Market Purchase or an Off-Market Purchase, 105% of the Average Closing Price of the Ordinary Shares or Preference Shares (as the case may be).

where:

“Average Closing Price” means the average of the Closing Market Prices of the Ordinary Shares or Preference Shares (as the case may be) over the last five (5) Market Days on SGX-ST, on which transactions in the Ordinary Shares or Preference Shares (as the case may be) were recorded, immediately preceding the day 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 for any corporate action that occurs after such 5-Market Day period;

“Closing Market Price” means the last dealt price for an Ordinary Share or a Preference Share (as the case may be) transacted on SGX-ST as shown in any publication of SGX-ST or other sources;

“day of the making of the offer” means the day on which the Company makes an offer for the Off-Market Purchase of Ordinary Shares or Preference Shares (as the case may be) from holders of Ordinary Shares or holders of Preference Shares (as the case may be), stating the purchase price (which shall not be more than the Maximum Price for an Off-Market Purchase, calculated on the foregoing basis) for each Ordinary Share or Preference Share (as the case may be), and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

“Market Day” means a day on which SGX-ST is open for trading in securities; and

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

8. That:
- (a) approval be and is hereby given, for the purpose of Chapter 9 of the Listing Manual of SGX-ST, for the Company, its subsidiaries and its associated companies that are not listed on SGX-ST, or an approved exchange, over which the Company, its subsidiaries and/or its interested person(s), have control, or any of them, to enter into any of the transactions falling within the category of Interested Person Transactions, particulars of which are set out in the Company's Letter to Shareholders dated 26 March 2024 (the "Letter to Shareholders") with any party who is of the class or classes of Interested Persons described in the Letter to Shareholders, provided that such transactions are entered into in accordance with the review procedures for Interested Person Transactions as set out in the Letter to Shareholders, and that such approval (the "IPT Mandate"), shall unless revoked or varied by the Company in general meeting, continue in force until the next AGM of the Company; and
 - (b) the Directors of the Company and each of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they or he may consider expedient or necessary or in the interests of the Company to give effect to the IPT Mandate and/or this Ordinary Resolution.

By Order of the Board

Yeo Swee Gim, Joanne
Enid Ling Peek Fong
Company Secretaries

Singapore, 26 March 2024

EXPLANATORY NOTES:

1. With reference to item 2 of the Ordinary Business above, the Ordinary Share Transfer Books and Register of Holders of Ordinary Shares of the Company will be closed from 5.00 p.m. on 6 May 2024 up to (and including) 7 May 2024. Registrable transfers received by the Company's Share Registrar up to 5.00 p.m. on 6 May 2024 will be registered to determine Ordinary Shareholders' entitlement to the Final Ordinary Dividend. If approved at the Meeting, it will be paid on 21 May 2024.
2. With reference to item 3 of the Ordinary Business above, if passed, will facilitate the payment of Directors' fees during the financial year in which the fees are incurred, that is during the financial year ending 31 December 2024 ("FY 2024").

The Directors' fees are computed based on the anticipated number of Directors, as well as attendance fees for the anticipated number of Board and Board Committee meetings for FY 2024, assuming full attendance by all Directors. In the event that the amount proposed is insufficient, approval will be sought at the next Annual General Meeting ("AGM") before payments are made to the Directors for the shortfall.
3. With reference to item 4(a) of the Ordinary Business above, Mr Kwek Leng Beng will, upon re-election as a Director of the Company, remain as Chairman of the Board and a member of the Nominating Committee ("NC").
4. With reference to item 4(b) of the Ordinary Business above, Mr Sherman Kwek Eik Tse will, upon re-election as a Director of the Company, remain as the chairman of the Board Sustainability Committee.
5. With reference to item 4(c) of the Ordinary Business above, Mr Lee Jee Cheng Philip will, upon re-election as a Director of the Company, remain as Lead Independent Director, chairman of the Audit & Risk Committee ("ARC"), and a member of each of the NC and Remuneration Committee ("RC"). Mr Lee is considered independent for the purposes of Rule 704(8) of the Listing Manual of SGX-ST.

6. With reference to item 4(d) of the Ordinary Business above, Ms Chan Swee Liang Carolina (Carol Fong) will, upon re-election as a Director of the Company, remain as Independent Non-Executive Director, chairman of the RC and a member of the ARC. Ms Chan is considered independent for the purposes of Rule 704(8) of the Listing Manual of SGX-ST.
7. The Ordinary Resolution set out in item 6 of the Special Business above, if passed, will empower the Directors of the Company from the date of the Meeting until the next AGM (unless such authority is previously revoked or varied at a general meeting), to issue Ordinary Shares and/or make or grant Instruments that might require new Ordinary Shares to be issued up to a number not exceeding 50% of the total number of issued Ordinary Shares, excluding treasury shares and subsidiary holdings, of the Company, of which up to 10% may be issued other than on a pro rata basis to shareholders. The aggregate number of Ordinary Shares which may be issued under this Ordinary Resolution will be calculated based on the total number of issued Ordinary Shares, excluding treasury shares and subsidiary holdings, of the Company at the time that this Ordinary Resolution is passed, after adjusting for new Ordinary Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of Ordinary Shares.
8. The Ordinary Resolution set out in item 7 of the Special Business above, if passed, will empower the Directors of the Company to make purchases or otherwise acquire the Company's issued Ordinary Shares and/or Preference Shares (collectively, the "Shares") from time to time subject to and in accordance with the guidelines set out in Annexure I of the Letter to Shareholders. This authority will expire at the conclusion of the next AGM of the Company, unless previously revoked or varied at a general meeting or when such purchases or acquisitions are carried out to the full extent mandated.

The Company intends to use internal resources and/or external borrowings to finance purchases or acquisitions of its Shares under the Share Purchase Mandate. 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 as these will depend on whether the Shares are purchased or acquired out of capital or profits of the Company, the aggregate number of Shares purchased or acquired, the consideration paid at the relevant time and whether the Shares purchased or acquired are held in treasury or cancelled.

Based on the existing number of issued Ordinary Shares and Preference Shares of the Company as at 29 February 2024 (the "Latest Practicable Date") (disregarding the Ordinary Shares held in treasury), the exercise in full of the Share Purchase Mandate would result in the purchase of 90,690,133 Ordinary Shares (representing 10% of the total number of issued Ordinary Shares of the Company, disregarding the Ordinary Shares held in treasury) and 29,778,683 Preference Shares (representing 10% of the total number of issued Preference Shares of the Company).

In the case of Market Purchases and Off-Market Purchases by the Company and assuming that the Company purchases or acquires 90,690,133 Ordinary Shares at the Maximum Price of \$6.28 for one Ordinary Share (being the price equivalent to 105% of the Average Closing Price as at the Latest Practicable Date) and 29,778,683 Preference Shares at the Maximum Price of \$1.04 for one Preference Share (being the price equivalent to 105% of the Average Closing Price as at the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 90,690,133 Ordinary Shares and 29,778,683 Preference Shares is approximately \$569.5 million and \$31.0 million respectively.

The financial effects of the purchase or acquisition of such Shares pursuant to the proposed Share Purchase Mandate on the audited financial statements of the Group and the Company for the financial year ended 31 December 2023 based on these assumptions are set out in paragraph 3.5 of Annexure I of the Letter to Shareholders.

9. The Ordinary Resolution set out in item 8 of the Special Business above, if passed, will renew the IPT Mandate which was last approved by shareholders on 26 April 2023, to facilitate the Company, its subsidiaries and its associated companies to enter into interested person transactions, the details of which are set out in Annexure II and Appendix A of the Letter to Shareholders. The IPT Mandate will continue in force until the conclusion of the next AGM of the Company, unless previously revoked or varied at a general meeting.

Voting restriction pursuant to Rule 921(7) of the Listing Manual of SGX-ST

Hong Leong Investment Holdings Pte. Ltd. and its subsidiaries, the Directors of the Company and their associates, who are also shareholders of the Company and being Interested Persons under the IPT Mandate, are required to abstain from voting at the Meeting in respect of the Ordinary Resolution set out in item 8 in relation to the proposed renewal of the IPT Mandate.

IMPORTANT INFORMATION:

Format of Meeting

Attendees are required to bring along their NRIC/Passport so as to enable the Company to verify their identities.

1. The Meeting will be held at M Hotel Singapore, Banquet Suite, Level 10, 81 Anson Road, Singapore 079908 ("Physical Meeting") and using virtual meeting technology ("Virtual Meeting"). Shareholders, including CPFIS and SRS investors and (where applicable) duly appointed proxies and representatives will be able to ask questions and vote at the Meeting.

Printed copies of this Notice and the accompanying proxy form will be sent by post to members. These documents will also be published on the Company's corporate website at www.cdl.com.sg/agm and the SGX website at www.sgx.com/securities/company-announcements.

Access to Documents

2. Arrangements relating to the attendance at the Physical Meeting and the Virtual Meeting are set out in the accompanying Company's announcement dated 26 March 2024. The announcement may be accessed at the Company's corporate website at www.cdl.com.sg/agm and will also be made available on the SGX website at www.sgx.com/securities/company-announcements.
3. The Annual Report 2023 and the Letter to Shareholders dated 26 March 2024 ("Letter to Shareholders") are available on the Company's corporate website as follows:
 - (a) the Annual Report 2023 may be accessed at www.cdl.com.sg/annualreports by clicking on the hyperlink for "Annual Report 2023"; and
 - (b) the Letter to Shareholders may be accessed at www.cdl.com.sg/agm by clicking on the hyperlink for "Letter to Shareholders dated 26 March 2024".

The above documents may also be accessed on the SGX website at www.sgx.com/securities/company-announcements. Members may request for printed copies of these documents by (i) completing and submitting the Request Form sent to them by post, or (ii) sending an email to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at CDL@boardroomlimited.com with "Request for printed copies of the Annual Report 2023 and Letter to Shareholders" as the subject of the email, state their full names (as per CDP, CPFIS, SRS investors and/or scrip-based records), mailing address, telephone or mobile numbers, and the manner in which the shares are held, by 5.00 p.m. on 9 April 2024.

Submission of Questions

4. Ordinary Shareholders, including CPFIS and SRS investors, may submit substantial and relevant questions related to the resolutions to be tabled for approval at the 61st AGM, in advance of the 61st AGM, in the following manner:
 - (a) via pre-registration website at www.cdl.com.sg/agm2024; or
 - (b) via email to the Company at agm2024@cdl.com.sg; or
 - (c) by post to City Developments Limited, Corporate Secretariat, 9 Raffles Place #12-01 Republic Plaza, Singapore 048619.

When submitting questions via email or by post, shareholders should provide the following details:

- (i) the shareholder's full name;
- (ii) the shareholder's address; and
- (iii) the manner in which the shares are held (e.g. via CDP, CPFIS or SRS investors, and/or scrip based).

All questions must be submitted or reach the Company by Friday, 12 April 2024.

Ordinary Shareholders including CPFIS and SRS investors, and (where applicable), appointed proxy/proxies, can also ask substantial and relevant questions related to the resolutions to be tabled for approval at the 61st AGM, "live" in-person at the 61st AGM. Attendees at the Virtual Meeting can also do so by submitting text-based questions through the "Ask a question" function via the audio-visual webcast platform for the 61st AGM. The "live" chat function will also be available for use by attendees at the Physical Meeting.

The Company will endeavour to address substantial and relevant questions (which are related to the resolutions to be tabled for approval at the 61st AGM) received from shareholders in advance of the 61st AGM by publishing the Company's responses to such questions on the Company's corporate website at www.cdl.com.sg/agm and on SGX website at www.sgx.com/securities/company-announcements prior to the 61st AGM.

The Company will, during the 61st AGM, also endeavour to address as many substantial and relevant questions (which are related to the resolutions to be tabled for approval at the 61st AGM) which have not already been addressed prior to the 61st AGM, as well as those received "live" at the 61st AGM, as possible. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

Attendance/Appointment of Proxy(ies)

5. A member who wishes to exercise his/her/its voting rights at the Meeting may:
- (a) (where the member is an individual) attend and vote "live" at the Physical Meeting or the Virtual Meeting; or
 - (b) (whether the member is an individual or a corporate) appoint a proxy/proxies (other than the Chairman of the Meeting) to attend and vote "live" at the Physical Meeting or the Virtual Meeting on his/her/its behalf; or
 - (c) (whether the member is an individual or a corporate) appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the Meeting.

Where a member (whether individual or a corporate) appoints a proxy/proxies, he/she/it should give specific instructions as to the voting, or abstentions from voting, in respect of that resolution. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/her/their discretion.

6. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the Meeting. Where such member's proxy form appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form.
- (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Meeting, 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 proxy form appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

7. A proxy need not be a member of the Company.
8. The proxy form must be submitted to the Company in the following manner:
- (a) if submitted by post, be lodged with 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, via email to the Company's Share Registrar at CDL@boardroomlimited.com, or via the pre-registration website at www.cdl.com.sg/agm2024,

in each case, by 10.00 a.m. on 21 April 2024, being not less than 72 hours before the time for holding the Meeting.

A member who wishes to submit the proxy form must 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, or via the pre-registration website provided above.

CPFIS and SRS investors

9. CPFIS or SRS investors who hold shares in the Company through CPF Agent Banks/SRS Operators:
 - (a) may vote "live" at the Physical Meeting or Virtual Meeting if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the Meeting, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 12 April 2024.
10. All resolutions at the Meeting shall be voted on by way of a poll. Polling will be done by way of an electronic poll voting system and members who attend the Meeting or represented by proxy at the Meeting will be entitled to vote on a 'one-share, one-vote' basis. The detailed procedures for the electronic poll voting will be explained at the Meeting.

PERSONAL DATA PRIVACY:

By (i) submitting an instrument appointing a proxy(ies) to attend, speak and vote at the Meeting and/or any adjournment thereof, or (ii) completing the pre-registration to attend the Physical Meeting or the Virtual Meeting in accordance with this Notice and/or (iii) submitting any question prior to the Meeting in accordance with this Notice, a member of the Company:

- (a) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the processing and administration by the Company (or its agents or service providers) of the appointment of proxy/proxies for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Meeting (including any adjournment thereof); and enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines by the relevant authorities (collectively, the "Purposes");
- (b) 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;
- (c) agrees to provide the Company with written evidence of such prior consent upon reasonable request; and
- (d) agrees to indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

STATEMENT PURSUANT TO SECTION 64A OF THE COMPANIES ACT

Non-Redeemable Convertible Non-Cumulative Preference Shares ("Preference Shares")

Class Meetings: Holders of Preference Shares ("Preference Shareholders") shall be entitled to attend, speak and vote at any class meeting of the Preference Shareholders. Every Preference Shareholder who is present in person (or by proxy) at such class meetings shall have on a show of hands one vote and on a poll one vote for every Preference Share of which he is the holder.

General Meetings: Preference Shareholders shall be entitled to attend (in person or by proxy) any general meeting of the Company and shall have on a show of hands one vote and on a poll one vote in respect of each Preference Share of which he is the holder if (i) dividends with respect to the Preference Shares (or any part thereof) due and payable and accrued is in arrears and has remained unpaid for at least six months; (ii) the resolution in question varies the rights attached to the Preference Shares; or (iii) the resolution in question is for the winding up of the Company.

Except as provided above, Preference Shareholders shall not be entitled to attend or vote at General Meetings of the Company.

IMPORTANT:

- The Sixty-First Annual General Meeting of the Company ("**Meeting**") is being convened and will be held at M Hotel Singapore, Banquet Suite, Level 10, 81 Anson Road, Singapore 079908 ("**Physical Meeting**") and using virtual meeting technology ("**Virtual Meeting**"). Printed copies of the Notice of Meeting and this proxy form will be sent by post to members. These documents will also be published on the Company's corporate website at www.cdl.com.sg/agm and the SGX website at www.sgx.com/securities/company-announcements.
- A member who wishes to appoint a proxy/proxies (other than the Chairman of the Meeting) to attend the Virtual Meeting on his/her/its behalf must, in addition to completing and submitting a Proxy Form appointing a proxy(ies), pre-register his/her/its proxy/proxies at the pre-registration website at www.cdl.com.sg/agm2024, by **10.00 a.m. on 21 April 2024**.
- Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of proxy/proxies.
- This proxy form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by CPFIS and SRS investors. CPFIS and SRS investors who wish to exercise their voting rights should approach their CPF Agent Banks or SRS Operators to submit their votes by **5.00 p.m. on 12 April 2024**.

Personal Data Privacy

- By submitting a proxy form appointing a proxy/proxies, the member accepts and agrees to the personal data privacy terms set out in the Notice of Meeting dated 26 March 2024.

I/We, (name) _____ with NRIC/Passport/Company Registration Number: _____

of (address) _____

being a member/members of City Developments Limited (the "**Company**"), hereby appoint:

Name	Email Address	NRIC/Passport No.	Proportion of Shareholdings	
			No. of shares	%

and/or

Name	Email Address	NRIC/Passport No.	Proportion of Shareholdings	
			No. of shares	%

as my/our proxy/proxies, to attend, speak and vote for me/us on my/our behalf at the Sixty-First Annual General Meeting of the Company (the "Meeting") to be convened and held at M Hotel Singapore, Banquet Suite, Level 10, 81 Anson Road, Singapore 079908 and using virtual meeting technology on **Wednesday, 24 April 2024 at 10.00 a.m.** and at any adjournment thereof in the following manner as specified below. I/We direct my/our proxy/proxies to vote for or against or abstain from voting on the resolutions to be proposed at the Meeting as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/her/their discretion.

No.	Resolutions	For*	Against*	Abstain*
(A)	ORDINARY BUSINESS:			
1.	Receipt of the Directors' Statement, Audited Financial Statements and the Auditors' Report thereon.			
2.	Declaration of a Final Ordinary Dividend.			
3.	Approval of Directors' fees of up to \$2,000,000 for the financial year ending 31 December 2024.			
4.	Re-election of Directors retiring in accordance with Clause 83(a) of the Constitution of the Company:	(a) Mr Kwek Leng Beng		
		(b) Mr Sherman Kwek Eik Tse		
		(c) Mr Lee Jee Cheng Philip		
		(d) Ms Chan Swee Liang Carolina (Carol Fong)		
5.	Re-appointment of KPMG LLP as Auditors.			
(B)	SPECIAL BUSINESS:			
6.	Authority for Directors to issue ordinary shares and/or make or grant offers, agreements or options pursuant to Section 161 of the Companies Act 1967 and the listing manual of Singapore Exchange Securities Trading Limited.			
7.	Renewal of Share Purchase Mandate.			
8.	Renewal of IPT Mandate for Interested Person Transactions.			

* Voting will be conducted by poll. If you wish your proxy/proxies to cast all your votes "For" or "Against", please tick (✓) within the "For" or "Against" box provided in respect of that resolution. Alternatively, please indicate the number of shares "For" or "Against" in the "For" or "Against" box provided in respect of that resolution. If you wish your proxy/proxies to abstain from voting on a resolution, please tick (✓) within the "Abstain" box provided in respect of that resolution. Alternatively, please insert the relevant number of shares in the "Abstain" box provided in respect of that resolution. In any other case, the proxy/proxies may vote or abstain as the proxy/proxies deem(s) fit on any of the below resolutions if no voting instruction is specified, and on any other matter arising at the Meeting and at any adjournment thereof.

Dated this _____ day of _____ 2024.

No. of Ordinary Shares Held

Signature(s) or Common Seal of Member(s)

Notes:

1. Each of the resolutions to be put to the vote of members at the Meeting (and at any adjournment thereof) will be voted on by way of a poll.
2. Please insert the total number of ordinary shares held by you. If you have ordinary shares entered against your name in the Depository Register (maintained by The Central Depository (Pte) Limited), you should insert that number of ordinary shares. If you have ordinary shares registered in your name in the Register of Members (maintained by or on behalf of the Company), you should insert that number of ordinary shares. If you have ordinary shares entered against your name in the Depository Register and ordinary shares registered in your name in the Register of Members, you should insert the aggregate number of ordinary shares. If no number is inserted, this form of proxy will be deemed to relate to all the ordinary shares held by you.
3. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the Meeting. Where such member's proxy form appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form.
(b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Meeting, 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 proxy form appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.
"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.
4. A proxy need not be a member of the Company.
5. CPFIS or SRS investors who hold shares in the Company through CPF Agent Banks/SRS Operators:
 - (a) may vote "live" at the Physical Meeting or Virtual Meeting if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 12 April 2024.

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6. The Proxy Form must be submitted to the Company in the following manner:
 - (a) if submitted personally or by post, be lodged with 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, via email to the Company's Share Registrar at CDL@boardroomlimited.com, or via the pre-registration website at www.cdl.com.sg/agm2024, in each case, 10.00 a.m. on 21 April 2024, being not less than 72 hours before the time for holding the Meeting.
7. Completion and return of this proxy form shall not preclude a member from attending, speaking and voting at the Meeting if the member so wishes. A member who attends the Physical Meeting in person or accesses the Virtual Meeting via the "live" audio-visual webcast of the Meeting proceedings may revoke the appointment of a proxy/proxies at any time before voting commences and, in such an event, the Company reserves the right to refuse entry by the proxy/proxies into the Physical Meeting and/or terminate the proxy/proxies' access to the "live" audio-visual webcast of the Meeting proceedings.
8. The proxy form must, if submitted personally, by post, or electronically via email, be signed under the hand of the appointor or of his/her attorney duly authorised in writing or, if submitted electronically via the online process through the Pre-Registration Page, be authorised by the appointor via the online process through the website. Where the proxy form is executed by a corporation, it must, if submitted personally, by post, or electronically via email, be executed either under its seal or under the hand of its attorney or a duly authorised officer or, if submitted electronically via the online process through the Pre-Registration Page, be authorised by the appointor via the online process through the website.
9. A corporation which is a member may authorise by resolution of its directors or other governing body, such person as it thinks fit to act its representative at the Meeting, in accordance with Section 179 of the Companies Act 1967.
10. The Company shall be entitled to reject the proxy form if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the form of proxy (including any related attachment). In addition, in the case of a member whose ordinary shares are entered in the Depository Register, the Company may reject any form of proxy lodged if the member, being the appointor, is not shown to have ordinary shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company.

2nd fold here

61ST AGM
PROXY FORM

Affix
Postage
Stamp

CITY DEVELOPMENTS LIMITED
c/o The Share Registrar
BOARDROOM CORPORATE & ADVISORY SERVICES PTE. LTD.
1 Harbourfront Avenue
Keppel Bay Tower #14-07
Singapore 098632

3rd fold and glue all sides firmly overleaf. Do not staple.



CITY DEVELOPMENTS LIMITED

(Co. Reg. No. 196300316Z)
(Incorporated in the Republic of Singapore)

SIXTY-FIRST ANNUAL GENERAL MEETING TO BE HELD ON 24 APRIL 2024

1. **Hybrid Annual General Meeting.** City Developments Limited (“CDL” or the “Company”) is pleased to announce that its Sixty-First Annual General Meeting (“61st AGM” or the “Meeting”) will be held, in a hybrid format, at M Hotel Singapore, Banquet Suite, Level 10, 81 Anson Road, Singapore 079908 (“Physical Meeting”) and using virtual meeting technology (“Virtual Meeting”) on Wednesday, 24 April 2024 at 10.00 a.m.
2. **Notice of 61st AGM and proxy form.** Printed copies of the Notice of 61st AGM and the accompanying proxy form will be sent by post to shareholders. These documents will also be published on the Company’s corporate website at www.cdl.com.sg/agm and the SGX website at www.sgx.com/securities/company-announcements.
3. **Arrangements for participation at the 61st AGM.** Shareholders may participate in the 61st AGM by:
 - (a) (i) attending the Physical Meeting; or
(ii) attending the Virtual Meeting via “live” audio-visual webcast;
 - (b) submitting questions in advance of, or “live” at, the 61st AGM; and/or
 - (c) voting “live” at the Physical Meeting or the Virtual Meeting by (i) the shareholders themselves or their duly appointed proxy/proxies (other than the Chairman of the Meeting)¹; or (ii) appointing the Chairman of the Meeting as proxy to vote on their behalf.

Details of the steps for pre-registration, submission of questions and voting at the 61st AGM by shareholders, including CPFIS and SRS investors, and (where applicable) duly appointed proxy/proxies are set out in the **Appendix** to this announcement.

In particular, CPFIS and SRS investors should note that they (i) may vote “live” at the Physical Meeting or Virtual Meeting if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators; or (ii) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the 61st 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 12 April 2024.

¹ For the avoidance of doubt, CPFIS and SRS investors will not be able to appoint third party proxy/proxies (i.e., persons other than the Chairman of the Meeting) to vote “live” at the 61st AGM on their behalf.

Persons who hold ordinary shares in CDL through relevant intermediaries (as defined in section 181 of the Companies Act 1967), other than CPFIS and SRS investors, and who wish to participate in the 61st 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 61st AGM.

4. **Physical Meeting.** Shareholders (including where applicable their appointed proxy/proxies and CPFIS and SRS investors) who wish to attend the Physical Meeting are encouraged to pre-register for the 61st AGM at the pre-registration website at www.cdl.com.sg/agm2024 (the “**Pre-Registration Page**”). They are also required to register in person at the registration counters outside the 61st AGM venue on the day of the 61st AGM. Registration for attendance at the Physical Meeting will commence at **9.00 a.m. Singapore time** on that day. Original NRIC/Passport is required for verification and registration on the day of the 61st AGM.
5. **Virtual Meeting.** Shareholders (including where applicable their appointed proxy/proxies and CPFIS and SRS investors) who wish to attend the Virtual Meeting must pre-register at the Pre-Registration Page from 9.00 a.m. on 26 March 2024 up to 10.00 a.m. on 21 April 2024 to enable the Company to verify their status as shareholders. Authenticated shareholders should use the login credentials created during pre-registration to access the “live” audio-visual webcast of the 61st AGM proceedings via the Pre-Registration Page.
6. **Annual Report 2023 and Letter to Shareholders.** The Annual Report 2023 and the Letter to Shareholders dated 26 March 2024 (in relation to the proposed (a) renewal of the share purchase mandate and (b) renewal of the IPT mandate for interested person transactions) have been published and may be accessed at the Company’s corporate website as follows:
 - (a) the Annual Report 2023 may be accessed at www.cdl.com.sg/annualreports by clicking on the hyperlink for “Annual Report 2023”; and
 - (b) the Letter to Shareholders dated 26 March 2024 may be accessed at www.cdl.com.sg/agm by clicking on the hyperlink for “Letter to Shareholders dated 26 March 2024”.

The above documents may also be accessed on the SGX website at www.sgx.com/securities/company-announcements.

Shareholders may request for printed copies of these documents by completing and returning the Request Form which is sent to him/her/it by post together with the printed copies of the Notice of 61st AGM and the accompanying proxy form, or otherwise by submitting his/her/its request online at www.cdl.com.sg/annualreports no later than 9 April 2024.

9. **Key dates/deadlines.** In summary, the key dates/deadlines which shareholders should take note of are set out in the table below:

Key dates	Actions
From 9.00 a.m. on 26 March 2024 (Tuesday)	Ordinary Shareholders and, where applicable, their appointed proxy/proxies, may begin to pre-register for attendance at the 61st AGM at www.cdl.com.sg/agm2024 .
5.00 p.m. on 12 April 2024 (Friday)	Deadline for: <ul style="list-style-type: none"> • CPFIS or SRS investors who wish to appoint the Chairman of the Meeting as proxy to vote on their behalf at the 61st AGM to approach their respective CPFIS Agent Banks or SRS Operators to submit their votes; and • Ordinary Shareholders to submit questions in advance of the 61st AGM.
10.00 a.m. on 21 April 2024 (Sunday)	Deadline for Ordinary Shareholders to: <ul style="list-style-type: none"> • pre-register for attendance at the 61st AGM; and • submit proxy forms. <p>Shareholders who wish to appoint proxy/proxies (other than the Chairman of the Meeting) to attend the Virtual Meeting on his/her/its behalf must, in addition to completing and submitting proxy form(s), should inform their proxy/proxies to pre-register his/her/its proxy/proxies at the pre-registration website by this deadline.</p>
By 5.00 p.m. on 22 April 2024 (Monday)	Authenticated shareholders (including CPFIS and SRS investors) or, where applicable, their appointed proxy/proxies, who have pre-registered via the pre-registration website will receive, via the email address provided on pre-registration, either an email confirming physical attendance for the Physical Meeting or an email confirming virtual attendance for the Virtual Meeting (the “ Confirmation Email ”). <p>Shareholders (including CPFIS and SRS investors) or, where applicable, their appointed proxy/proxies, who do not receive the Confirmation Email by 5.00 p.m. on 22 April 2024, but have registered by the 10.00 a.m. on 21 April 2024 deadline, should contact the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., via email at CDL@boardroomlimited.com or alternatively at +65 6536 5355 between 8.30 a.m. and 5.30 p.m. on 23 April 2024 or between 8.30 a.m. and 9.00 a.m. on 24 April 2024.</p>

Key dates	Actions
<p>10.00 a.m. on 24 April 2024 (Wednesday)</p>	<p>61st Annual General Meeting</p> <p>Physical Meeting. Venue of Physical Meeting is at M Hotel Singapore, Banquet Suite, Level 10, 81 Anson Road, Singapore 079908.</p> <p>Please bring along: (a) the original NRIC/Passport used for pre-registration; and (b) a web-browser enabled device in order to access the live voting function on the online platform for the 61st AGM.</p> <p>Please arrive early to facilitate the registration process.</p> <p>Virtual Meeting. Use the login credentials created during pre-registration to access the “live” audio-visual webcast of the 61st AGM proceedings via the Pre-Registration Page.</p>

10. **Further information.** For more information, Shareholders can email us at agm2024@cdl.com.sg.

By Order of the Board

Yeo Swee Gim, Joanne
Enid Ling Peek Fong
Company Secretaries
26 March 2024

APPENDIX

Steps for pre-registration, submission of questions and voting at the 61st AGM

Ordinary Shareholders, including CPFIS and SRS investors, will be able to attend the Physical Meeting in person or the Virtual Meeting through electronic means through a “live” audio-visual webcast via their mobile phones, tablets or computers, submit questions in advance of, or “live” at, the 61st AGM and vote at the 61st AGM (i) “live” by the shareholders themselves or their duly appointed proxy/proxies (other than the Chairman of the Meeting)²; or (ii) by appointing the Chairman of the Meeting as proxy to vote on their behalf.

To do so, Ordinary Shareholders will need to complete the following steps:

No.	Steps	Details
1.	Pre-registration	<p>Physical Meeting Shareholders, including CPFIS and SRS investors, and (where applicable) duly appointed proxy/proxies can attend the Physical Meeting. To do so, they will need to register in person at the registration counters outside the 61st AGM venue on the day of the event. Please bring along your NRIC/passport so as to enable the Company to verify your identity.</p> <p>Shareholders are requested to arrive early to facilitate the registration process.</p> <p>Virtual Meeting Ordinary Shareholders including CPFIS and SRS investors, may pre-register themselves, or (where applicable) their duly appointed proxy/proxies for the Virtual Meeting, at the pre-registration website www.cdl.com.sg/agm2024 from 9.00 a.m. on 26 March 2024 up to 10.00 a.m. on 21 April 2024 to enable the Company to verify their status.</p> <p><i>Note: Ordinary Shareholders or their appointed proxy/proxies who wish to attend the Physical Meeting are encouraged to pre-register their attendance as well.</i></p> <p>Following the verification, authenticated shareholders, including CPFIS and SRS investors, and (where applicable) their duly appointed proxy/proxies, who have pre-registered via the pre-registration website will receive, via the email address provided on pre-registration, either an email confirming successful registration for the Virtual Meeting by 5.00 p.m. on Monday, 22 April 2024 (“Confirmation Email”).</p> <p>Ordinary Shareholders, including CPFIS and SRS investors or (where applicable) their appointed proxy/proxies, who do not receive the Confirmation Email by 5.00 p.m. on 22 April 2024, but have registered by the 10.00 a.m. on 21 April 2024 deadline, should contact the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., via email at CDL@boardroomlimited.com or alternatively at +65 6536 5355 between 8.30 a.m. and 5.30 p.m. on 23 April 2024 or between 8.30</p>

² See footnote ¹ above

		<p>a.m. and 9.00 a.m. on 24 April 2024.</p> <p>Persons who hold ordinary shares in CDL through relevant intermediaries (other than CPFIS and SRS investors) will not be able to pre-register for the Physical Meeting and Virtual Meeting. If they wish to participate in the 61st AGM, they should approach 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 61st AGM.</p>
2.	<p>Submit questions in advance of, or “live” at the 61st AGM</p>	<p>Submission of substantial and relevant questions in advance. Ordinary Shareholders, including CPFIS members and SRS investors, can submit substantial and relevant questions related to the resolutions to be tabled for approval at the 61st AGM, in advance of the 61st AGM, in the following manner:</p> <ul style="list-style-type: none"> (a) via pre-registration website at www.cdl.com.sg/agm2024; (b) via email to the Company at agm2024@cdl.com.sg; or (c) by post to City Developments Limited, Corporate Secretariat, 9 Raffles Place #12-01 Republic Plaza, Singapore 048619. <p>When submitting the questions via email or by post, shareholders should provide the following details:</p> <ul style="list-style-type: none"> (i) the shareholder’s full name; (ii) the shareholder’s address; and (iii) the manner in which the shares are held (e.g. via CDP, CPF or SRS, and/or scrip based). <p>All questions must be submitted or reach the Company by Friday, 12 April 2024.</p> <p>Ordinary Shareholders, including CPFIS and SRS investors, and (where applicable), appointed proxy/proxies, can also ask substantial and relevant questions related to the resolutions to be tabled for approval at the 61st AGM, “live” in-person at the 61st AGM. Attendees at the Virtual Meeting can also do so by submitting text-based questions through the “Ask a question” function via the audio-visual webcast platform for the 61st AGM. The “live” chat function will also be available for use by attendees at the Physical Meeting.</p> <p>Addressing questions in advance of the 61st AGM. The Company will endeavour to address substantial and relevant questions (which are related to the resolutions to be tabled for approval at the 61st AGM) received from shareholders in advance of the 61st AGM by publishing the Company’s responses to such questions on the Company’s corporate website at www.cdl.com.sg/agm and on SGX website at www.sgx.com/securities/company-announcements prior to the 61st AGM.</p>

		<p>Addressing questions during the 61st AGM. The Company will, during the 61st AGM, also endeavour to address as many substantial and relevant questions (which are related to the resolutions to be tabled for approval at the 61st AGM) which have not already been addressed prior to the 61st AGM, as well as those received “live” at the 61st AGM, as possible. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.</p> <p>Minutes of 61st AGM. The Company will publish the minutes of the 61st AGM on the Company’s corporate website and on SGXNET, and the minutes will include the responses to substantial and relevant questions from Ordinary Shareholders which are addressed during the 61st AGM.</p>
3.	<p>Voting or submitting Proxy Form appointing a proxy to vote at the 61st AGM</p>	<p>Exercise of voting rights at 61st AGM. Ordinary Shareholders who wish to exercise their voting rights at the 61st AGM may:</p> <ul style="list-style-type: none"> (a) (where the member is an individual) attend and vote “live” at the Physical Meeting or the Virtual Meeting; or (b) (whether the member is an individual or a corporate) appoint a proxy/proxies (other than the Chairman of the Meeting)³ to attend and vote “live” at the Physical Meeting or the Virtual Meeting on his/her/its behalf; or (c) (whether the member is an individual or a corporate) appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the 61st AGM. <p>Ordinary Shareholders who wish to appoint a proxy/proxies <u>must</u> complete and submit a proxy form(s) in accordance with the instructions on the proxy form and the manner set out below.</p> <p>Pre-register to vote “live” at the 61st AGM. Ordinary Shareholders, including CPFIS and SRS investors, or (where applicable), appointed proxy/proxies, who wish to attend and vote “live” at the 61st AGM must first pre-register at the pre-registration website at www.cdl.com.sg/agm2024.</p> <p>Specific voting instructions should be given. Where Ordinary Shareholders (whether an individual or a corporate) appoint a proxy/proxies, they should give specific instructions as to voting, or abstentions from voting, in respect of each resolution in the proxy form. If no specific direction as to voting is given, their appointed proxy/proxies will vote or abstain from voting at his/her/their discretion.</p> <p>Submission of proxy forms. Ordinary Shareholders who wish to submit a proxy form(s) must first do so in the following manner:</p> <ul style="list-style-type: none"> (a) if submitted personally or by post, the proxy form must be lodged with the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632; or

³ See footnote 1 above.

(b) if submitted electronically, the proxy form must be submitted:

- (i) via email to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at CDL@boardroomlimited.com; or
- (ii) via the pre-registration website at www.cdl.com.sg/agm2024,

in each case, by **10.00 a.m. on 21 April 2024**.

An Ordinary Shareholder who wishes to submit a proxy form can either use the printed copy of the proxy form which is sent to him/her/it by post or download a copy of the proxy form from our website at www.cdl.com.sg/agm and click on the hyperlink "Proxy Form" under the caption "61st Annual General Meeting", or SGXNet, and thereafter complete and sign the proxy form, before submitting it personally or by post to the address provided above, or before scanning and sending it via email to the email address provided above.

Shareholders are strongly encouraged to submit completed proxy forms electronically via email or via the pre-registration website.

An Ordinary Shareholder who wishes to appoint a proxy/proxies (other than the Chairman of the Meeting) to attend the Virtual Meeting on his/her/its behalf must, in addition to completing and submitting a Proxy Form appointing a proxy(ies), pre-register his/her/its proxy/proxies at the pre-registration website at www.cdl.com.sg/agm2024, by 10.00 a.m. on 21 April 2024

Deemed revocation of proxy appointment if Ordinary Shareholder attends the AGM. Completion and return of the proxy form by an Ordinary Shareholder shall not preclude the Ordinary Shareholder from attending, speaking and voting at the 61st AGM if the Ordinary Shareholder so wishes. An Ordinary Shareholder who attends the Physical Meeting in person or accesses the Virtual Meeting via the "live" audio-visual webcast of the 61st AGM proceedings may revoke the appointment of a proxy/proxies at any time before voting commences and, in such an event, the Company reserves the right to refuse entry by the proxy/proxies into the Physical Meeting and/or terminate the proxy/proxies' access to the "live" audio-visual webcast of the 61st AGM proceedings.

Appointed proxy/proxies (other than the Chairman of the Meeting) will be prompted via email (within 2 business days after the Company's receipt of a validly completed and submitted proxy form) to pre-register at the pre-registration website at www.cdl.com.sg/agm2024 in order to attend the Virtual Meeting. Appointed proxy/proxies who wish to attend the Physical Meeting can register in person at the Physical Meeting. **Shareholders who wish to appoint third party proxy/proxies are encouraged to submit their proxy forms early and should inform their proxy/proxies to pre-register by 10.00 a.m. on 21 April 2024.**

	<p>CPFIS and SRS investors. CPFIS and SRS investors may:</p> <p>(a) vote “live” at the 61st AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or</p> <p>(b) appoint the Chairman of the Meeting as proxy to vote on their behalf at the 61st 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 12 April 2024.</p> <p>Vote at the 61st AGM. As voting at the 61st AGM (whether at the Physical Meeting or Virtual Meeting) will be conducted via an online platform, shareholders, including CPFIS and SRS investors, and (where applicable) duly appointed proxy/proxies who wish to vote at the 61st AGM (whether at the Physical Meeting or Virtual Meeting) must have with them a browser-enabled device in order to access the voting function on the online platform for the 61st AGM.</p>
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CITY DEVELOPMENTS LIMITED

(Co. Reg. No. 196300316Z)
(Incorporated in the Republic of Singapore)

**LETTER TO SHAREHOLDERS
DATED 26 MARCH 2024**

IN RELATION TO

(1) THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE; AND

**(2) THE PROPOSED RENEWAL OF THE IPT MANDATE FOR INTERESTED
PERSON TRANSACTIONS**

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CITY DEVELOPMENTS LIMITED

(Co. Reg. No. 196300316Z)
(Incorporated in the Republic of Singapore)

Board of Directors:

Kwek Leng Beng	(Executive Chairman)
Sherman Kwek Eik Tse	(Executive Director and Group Chief Executive Officer)
Lee Jee Cheng Philip	(Lead Independent Director)
Philip Yeo Liat Kok	(Non-Independent Non-Executive Director)
Ong Lian Jin Colin	(Independent Non-Executive Director)
Daniel Marie Ghislain Desbaillets	(Independent Non-Executive Director)
Chong Yoon Chou	(Independent Non-Executive Director)
Chan Swee Liang Carolina (Carol Fong)	(Independent Non-Executive Director)
Tang Ai Ai Mrs Wong Ai Ai	(Independent Non-Executive Director)
Tan Kian Seng	(Independent Non-Executive Director)

Registered Office:

9 Raffles Place
#12-01 Republic Plaza
Singapore 048619

26 March 2024

To: The Shareholders of City Developments Limited (“**Shareholders**”)

Dear Sir/Madam

- (I) **PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE**
- (II) **PROPOSED RENEWAL OF THE IPT MANDATE FOR INTERESTED PERSON TRANSACTIONS**

1. INTRODUCTION

We refer to the Notice of the Sixty-First Annual General Meeting of City Developments Limited (“**CDL**” or the “**Company**”) (“**61st AGM**”) issued by the Company on 26 March 2024 (the “**Notice of 61st AGM**”).

Item 7 of the Notice of 61st AGM is an Ordinary Resolution (“**Resolution 7**”) to be proposed at the 61st AGM for the renewal of the Company’s Share Purchase Mandate which will empower the Directors to make purchases or otherwise acquire issued ordinary shares of the Company (“**Ordinary Shares**”) and/or issued non-redeemable convertible non-cumulative preference shares of the Company (“**Preference Shares**”) from time to time subject to certain restrictions set out in the listing manual of Singapore Exchange Securities Trading Limited (“**Listing Manual**”). Information relating to Resolution 7 is set out in Annexure I.

Item 8 of the Notice of 61st AGM is an Ordinary Resolution (“**Resolution 8**”) to be proposed at the 61st AGM for the renewal of the Company’s IPT Mandate for interested person transactions which will facilitate the Company, its subsidiaries and its associated companies, to enter into transactions with its interested persons, the details of which are set out in Annexure II and Appendix A.

The purpose of this letter is to provide Shareholders with the reasons for, and information relating to Resolutions 7 and 8.

2. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

The interests of the Directors in issued Ordinary Shares and Preference Shares, and the interests of the Substantial Shareholders in issued Ordinary Shares based on the Company's Register of Directors' Shareholdings and Register of Substantial Shareholders respectively as at 29 February 2024 (the "Latest Practicable Date"), were as follows:

Director	Class of Shares	Number of Shares held	% ⁽¹⁾
Kwek Leng Beng	Ordinary	397,226	0.044
	Preference	144,445	0.048

Substantial Shareholders	Number of Ordinary Shares			% ⁽¹⁾
	Direct Interest	Deemed Interest	Total	
Hong Realty (Private) Limited ("HR")	34,457,782	30,488,981 ⁽²⁾	64,946,763	7.161
Hong Leong Holdings Limited ("HLH")	148,787,477	19,546,445 ⁽³⁾	168,333,922	18.561
Hong Leong Investment Holdings Pte. Ltd. ("HLIH")	168,714,256	271,601,888 ⁽⁴⁾	440,316,144	48.552
Davos Investment Holdings Private Limited ("Davos")	–	440,316,144 ⁽⁵⁾	440,316,144	48.552
Kwek Holdings Pte Ltd ("KH")	–	440,316,144 ⁽⁵⁾	440,316,144	48.552
BlackRock, Inc.	–	45,457,214	45,457,214	5.030

Notes:

(1) Based on 906,901,330 issued Ordinary Shares (excluding treasury shares) and 330,874,257 issued Preference Shares as at the Latest Practicable Date. As at that date, there were 2,400,000 treasury shares and no subsidiary holdings.

"Subsidiary holdings" is defined in the Listing Manual to mean shares referred to in Sections 21(4), 21(4B), 21(6A) and 21(6C) of the Companies Act 1967.

(2) HR is deemed under Section 4 of the Securities and Futures Act 2001 ("SFA") to have an interest in the 30,488,981 Ordinary Shares held directly by companies in which it is entitled to exercise or control the exercise of not less than 20% of the votes attached to the voting shares thereof.

(3) HLH is deemed under Section 4 of the SFA to have an interest in the 19,546,445 Ordinary Shares held directly by companies in which it is entitled to exercise or control the exercise of not less than 20% of the votes attached to the voting shares thereof.

(4) HLIH is deemed under Section 4 of the SFA to have an interest in the 271,601,888 Ordinary Shares held directly and/ or indirectly by companies in which it is entitled to exercise or control the exercise of not less than 20% of the votes attached to the voting shares thereof which includes (i) the 64,946,763 Ordinary Shares held directly and indirectly by HR; and (ii) the 168,333,922 Ordinary Shares held directly and indirectly by HLH, out of which 9,304,616 Ordinary Shares have been identified as Ordinary Shares in which HR is also deemed to have an interest in under note⁽²⁾ above.

(5) Davos and KH are deemed under Section 4 of the SFA to have an interest in the 440,316,144 Ordinary Shares held directly and/or indirectly by HLIH in which they are entitled to exercise or control the exercise of not less than 20% of the votes attached to the voting shares thereof.

Directors of the Company will abstain from voting their shareholdings in the Company, if any, and have undertaken to ensure that their associates will abstain from voting their respective shareholdings in the Company, if any, on Resolution 8 relating to the proposed renewal of the IPT Mandate at the 61st AGM.

The relevant companies within the Hong Leong Investment Holdings Pte. Ltd. ("HLIH") group (which includes HLIH, a controlling shareholder of the Company and its associates), being Interested Persons under the IPT Mandate, will abstain from voting their respective shareholdings in the Company on Resolution 8 at the 61st AGM.

The Company will disregard any votes cast by Directors and the relevant companies within the HLIH group (which includes HLIH, a controlling shareholder of the Company and its associates) in respect of their shareholdings in the Company, if any, on Resolution 8. The Company will also disregard any votes cast by the associates of Directors in respect of their shareholdings in the Company, if any.

3. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this letter (including the Annexures and Appendix A) and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this letter constitutes full and true disclosure of all material facts about the renewal of the Share Purchase Mandate and the renewal of the IPT Mandate, and the Company and its subsidiaries and the Directors are not aware of any facts the omission of which would make any statement in this letter misleading.

Where information contained in this letter has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from these sources and/or reproduced in this letter in its proper form and context.

Shareholders who are in any doubt as to the action they should take, should consult their stockbrokers or other professional advisers immediately.

Yours faithfully

CITY DEVELOPMENTS LIMITED

KWEK LENG BENG
Executive Chairman

Note:

Singapore Exchange Securities Trading Limited assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained in this Letter to Shareholders.

PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE

1. BACKGROUND

At the Annual General Meeting of the Company held on 26 April 2023 (the “**60th AGM**”), Ordinary Shareholders had approved, *inter alia*, the renewal of the Share Purchase Mandate to enable the Company to purchase or otherwise acquire its issued Shares. The rationale for, authority and limitations on, and the financial effects of, the Share Purchase Mandate were set out in the Letter to Shareholders dated 28 March 2023 and Ordinary Resolution 9 set out in the Notice of 60th AGM.

The Share Purchase Mandate was expressed to take effect from the passing of the Ordinary Resolution at the 60th AGM and will expire on the date of the forthcoming Sixty-First Annual General Meeting to be held on 24 April 2024 (the “**61st AGM**”). Accordingly, Ordinary Shareholders’ approval will be sought for the renewal of the Share Purchase Mandate at the 61st AGM.

2. DEFINITIONS

In this Annexure I, the following definitions shall apply throughout unless otherwise stated:

“ CDP ”	:	The Central Depository (Pte) Limited
“ Company ”	:	City Developments Limited
“ Companies Act ”	:	The Companies Act 1967, as amended or modified from time to time
“ Constitution ”	:	The Constitution of the Company, as amended or modified from time to time
“ EPS ”	:	Earnings per Ordinary Share
“ Group ”	:	The Company and its subsidiaries
“ HLIH ”	:	Hong Leong Investment Holdings Pte. Ltd.
“ HLIH Group ”	:	HLIH and its subsidiaries
“ Income Tax Act ”	:	Income Tax Act 1947, as amended or modified from time to time
“ Latest Practicable Date ”	:	29 February 2024, being the latest practicable date prior to the printing of this Letter to Shareholders
“ Listing Manual ”	:	The Listing Manual of SGX-ST, as amended or modified from time to time
“ Market Day ”	:	A day on which SGX-ST is open for trading in securities
“ Market Purchase ”	:	An on-market purchase of Shares by the Company effected on SGX-ST, through one or more duly licensed stockbrokers appointed by the Company for the purpose
“ NAV ”	:	Net Asset Value

“ Off-Market Purchase ”	:	An off-market purchase of Shares by the Company effected in accordance with an equal access scheme
“ Ordinary Shareholders ”	:	Registered holders of Ordinary Shares, except where the registered holder is CDP, the term “ Ordinary Shareholders ” shall in relation to such Ordinary Shares, mean the Depositors whose securities accounts maintained with CDP are credited with the Ordinary Shares
“ Ordinary Shares ”	:	Ordinary shares of the Company
“ Preference Shares ”	:	Non-redeemable convertible non-cumulative preference shares of the Company
“ SFA ”	:	Securities and Futures Act 2001, as amended or modified from time to time
“ SGX-ST ”	:	Singapore Exchange Securities Trading Limited
“ Share Purchase Mandate ”	:	The mandate to enable the Company to purchase or otherwise acquire its issued Shares
“ Shareholders ”	:	Registered holders of Shares, except where the registered holder is CDP, the term “ Shareholders ” shall in relation to such Shares, mean the Depositors whose securities accounts maintained with CDP are credited with the Shares
“ Shares ”	:	Ordinary Shares and Preference Shares
“ SIC ”	:	Securities Industry Council of Singapore
“ Take-over Code ”	:	The Singapore Code on Take-overs and Mergers

The terms “**Depositor**” and “**Depository Register**” shall have the meanings ascribed to them respectively in Section 81SF of the SFA.

Words importing the singular shall, where applicable, include the plural and vice versa. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall include corporations.

Any reference in this Annexure I to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act, the Income Tax Act, the SFA, the Listing Manual or Take-over Code or any statutory modification thereof and not otherwise defined in this Annexure I shall have the same meaning assigned to it under the Companies Act, the Income Tax Act, the SFA, the Listing Manual or Take-over Code or any statutory modification thereof, as the case may be.

Any discrepancies in the tables in this Annexure I between the listed amounts and the totals thereof are due to rounding.

3. RENEWAL OF THE SHARE PURCHASE MANDATE

3.1 Rationale for the Share Purchase Mandate

The Share Purchase Mandate will give the Directors the flexibility to purchase or acquire its Shares, if and when circumstances permit, with a view to enhancing the EPS and/or the NAV per Ordinary Share. The Directors believe that share purchases also provide the Company and its Directors with an alternative to facilitate the return of surplus cash over and above its ordinary capital requirements and exercise greater control over the Company's share capital structure.

The Directors further believe that share purchases or acquisitions may bolster confidence of Ordinary Shareholders and/or holders of Preference Shares. With the Share Purchase Mandate, the Directors will have the ability to purchase Shares on SGX-ST, where appropriate, to stabilise the demand for the Shares and to buffer against short-term share price volatility due to market speculation.

Purchases of Shares by the Company will be made only in circumstances where it is considered to be in the best interests of the Company. Further, the Directors do not propose to carry out share purchases to such an extent that would, or in circumstances that might, result in a material adverse effect on the financial position of the Company or the Group, or result in the Company being delisted from SGX-ST.

3.2 Authority and Limits of the Share Purchase Mandate

The authority and limitations placed on the purchase or acquisition of issued Shares by the Company under the Share Purchase Mandate are summarised below:

3.2.1 Maximum Number of Shares

Only Shares which are issued and fully paid may be purchased or acquired by the Company under the Share Purchase Mandate.

Subject to the Companies Act, the Share Purchase Mandate will authorise the Company, from time to time, to purchase such number of Shares which represents up to:

- (i) in the case of Ordinary Shares, a maximum of 10% of the total number of issued Ordinary Shares (excluding any Ordinary Shares which are held as treasury shares and subsidiary holdings (as defined in the Listing Manual)); and
- (ii) in the case of Preference Shares, a maximum of 10% of the total number of issued Preference Shares,

as at the date of the 61st AGM at which the renewal of the Share Purchase Mandate is approved.

Treasury shares or subsidiary holdings will be disregarded for purposes of computing the 10% limit. As at the Latest Practicable Date, the Company had 2,400,000 treasury shares and no subsidiary holdings.

For illustrative purposes only, based on 906,901,330 issued Ordinary Shares (excluding 2,400,000 treasury shares) and 297,786,832 issued Preference Shares as at the Latest Practicable Date, and assuming that no further Ordinary Shares and Preference Shares are issued on or prior to the 61st AGM, not more than 90,690,133 Ordinary Shares and 29,778,683 Preference Shares (representing 10% of the issued Ordinary Shares and 10% of the Preference Shares as at that date) may be purchased or acquired by the Company pursuant to the Share Purchase Mandate. There are no subsidiary holdings in the share capital of the Company.

3.2.2 Duration of Authority

Purchases or acquisitions of Shares may be made, at any time and from time to time, by the Company from the date of the 61st AGM, at which the renewal of the Share Purchase Mandate is approved, up to the earliest of:

- (i) the date on which the next Annual General Meeting of the Company is held or required by law to be held;
- (ii) the date on which the authority conferred by the Share Purchase Mandate is varied or revoked in general meeting; or
- (iii) the date on which the purchases or acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated.

3.2.3 Manner of Purchase or Acquisition of Shares

Purchases or acquisitions of Shares may be made by way of Market Purchases and/or Off-Market Purchases.

Market Purchases refer to purchases or acquisitions of Shares by the Company effected on SGX-ST, through one or more duly licensed stockbrokers appointed by the Company for the purpose.

Off-Market Purchases refer to purchases or acquisitions of Shares by the Company made under an equal access scheme. The Directors may impose such terms and conditions, which are not inconsistent with the Share Purchase Mandate, the Listing Manual, the Companies Act or the Constitution, as they consider fit in the interests of the Company in connection with or in relation to an equal access scheme or schemes. Under the Companies Act, an equal access scheme must satisfy all the following conditions:

- (i) the offers for the purchase or acquisition of shares under the scheme are to be made to every person who holds shares to purchase or acquire the same percentage of their shares;
- (ii) all of those persons have a reasonable opportunity to accept the offers made to them; and
- (iii) the terms of all the offers are the same except that there shall be disregarded:
 - (aa) differences in consideration attributable to the fact that the offers relate to shares with different accrued dividend entitlements;
 - (bb) differences in consideration attributable to the fact that the offers relate to shares with different amounts remaining unpaid; and
 - (cc) differences in the offers introduced solely to ensure that each person is left with a whole number of shares.

In addition, the Listing Manual provides that in making an Off-Market Purchase, a listed company must issue an offer document to all shareholders containing, *inter alia*:

- (1) the terms and conditions of the offer;
- (2) the period and procedures for acceptances;
- (3) the reasons for the proposed share purchases;
- (4) the consequences, if any, of share purchases by the listed company that will arise under the Take-over Code or other applicable take-over rules;

- (5) whether the share purchases, if made, could affect the listing of the listed company's shares on SGX-ST;
- (6) details of any share purchases made by the listed company in the previous 12 months (whether Market Purchases or Off-Market Purchases), giving the total number of shares purchased, the purchase price per share or the highest and lowest prices paid for the purchases, where relevant, and the total consideration paid for the purchases; and
- (7) whether the shares purchased by the listed company will be cancelled or kept as treasury shares.

3.2.4 Maximum Purchase Price

The purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) to be paid for the Shares will be determined by the Directors. However, the purchase price must not exceed, in the case of both Market Purchases and Off-Market Purchases, 105% of the Average Closing Price (as defined below) (the "**Maximum Price**").

For the above purposes:

"**Average Closing Price**" means the average of the Closing Market Prices of the Ordinary Shares or Preference Shares (as the case may be) over the last five Market Days on SGX-ST, on which transactions in the Ordinary Shares or Preference Shares (as the case may be) were recorded, immediately preceding the day of the Market Purchase by the Company or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after such 5-Market Day period;

"**Closing Market Price**" means the last dealt price for an Ordinary Share or a Preference Share (as the case may be) transacted on SGX-ST as shown in any publication of SGX-ST or other sources; and

"**day of the making of the offer**" means the day on which the Company makes an offer for the Off-Market Purchase of Ordinary Shares or Preference Shares (as the case may be) from Ordinary Shareholders or holders of Preference Shares (as the case may be), stating the purchase price (which shall not be more than the Maximum Price for an Off-Market Purchase, calculated on the foregoing basis) for each Ordinary Share or Preference Share (as the case may be) and the relevant terms of the equal access scheme for effecting the Off-Market Purchase.

3.3 Source of Funds

In purchasing or acquiring Shares, the Company may only apply funds legally available for such purchase or acquisition in accordance with the Constitution and applicable laws in Singapore. Payment may be made by the Company in consideration of the purchase or acquisition of its own Shares out of the Company's capital as well as from its profits.

The Company intends to use internal resources and/or external borrowings to finance purchases or acquisitions of its Shares under the Share Purchase Mandate. The Directors do not intend to exercise the Share Purchase Mandate to such extent as would have a material adverse effect on the working capital requirements or the gearing levels of the Group. In determining whether to undertake any purchases or acquisitions of Shares under the Share Purchase Mandate, the Directors will take into account, *inter alia*, the prevailing market conditions, the financial position of the Group and other relevant factors.

3.4 Status of Purchased or Acquired Shares

Under the Companies Act, Preference Shares which are purchased or acquired by the Company will be deemed cancelled immediately on purchase or acquisition. Ordinary Shares purchased or acquired by the Company may be held or dealt with as treasury shares or cancelled. As such, Shares cancelled upon purchase or acquisition by the Company will be automatically delisted by SGX-ST, and certificates in respect thereof will be cancelled and destroyed by the Company as soon as practicable following settlement of any such purchase or acquisition.

Some of the provisions on treasury shares under the Companies Act are summarised below:

3.4.1 Maximum Holdings

The number of Ordinary Shares held as treasury shares (including shares held by a subsidiary under Sections 21(4B) and 21(6C) of the Companies Act) cannot at any time exceed 10% of the total number of issued Ordinary Shares.

3.4.2 Voting and Other Rights

The Company cannot exercise any right in respect of treasury shares. In particular, the Company cannot exercise any right to attend or vote at meetings and for the purposes of the Companies Act, the Company shall be treated as having no right to vote in respect of treasury shares and the treasury shares shall be treated as having no voting rights.

In addition, no dividend may be paid, and no other distribution of the Company's assets may be made, to the Company in respect of treasury shares. However, the allotment of shares as fully paid bonus shares in respect of treasury shares is allowed. Also, a subdivision or consolidation of any treasury share is allowed so long as the total value of the treasury shares after the subdivision or consolidation is the same as before.

3.4.3 Disposal and Cancellation

Where Ordinary Shares are held as treasury shares, the Company may at any time but subject always to the Take-over Code:

- (i) sell the treasury shares for cash;
- (ii) transfer the treasury shares for the purposes of or pursuant to any share scheme, whether for employees, directors or other persons;
- (iii) transfer the treasury shares as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (iv) cancel the treasury shares; or
- (v) sell, transfer or otherwise use the treasury shares for such other purposes as may be prescribed by the Minister for Finance.

Under the Listing Manual, an immediate announcement must be made of any sale, transfer, cancellation and/or use of treasury shares (in each case, the "usage"). Such announcement must include details such as the date of the usage, the purpose of the usage, the number of treasury shares of the usage, the number of treasury shares before and after the usage, and the percentage of the number of treasury shares of the usage against the total number of issued shares (of the same class as the treasury shares) which are listed on SGX-ST before and after the usage and the value of the treasury shares of the usage.

3.5 Financial Effects

The financial effects on the Company and the Group arising from purchases or acquisitions of Shares which may be made pursuant to the Share Purchase Mandate will depend on, *inter alia*, whether the Shares are purchased or acquired out of capital or profits of the Company, the aggregate number of Shares purchased or acquired, the consideration paid at the relevant time and whether the Shares purchased or acquired are held in treasury or cancelled. The financial effects on the Company and the Group based on the audited financial statements of the Group for the financial year ended 31 December 2023 are based on the assumptions set out below:

3.5.1 Purchase or Acquisition out of Capital or Profits

Under the Companies Act, purchases or acquisitions of Shares by the Company may be made out of the Company's capital or profits so long as the Company is solvent.

Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of profits, such consideration will correspondingly reduce the amount available for the distribution of cash dividends by the Company. Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of capital, the amount available for the distribution of cash dividends by the Company will not be reduced.

The purchases or acquisitions of Shares by the Company will reduce the cash reserves and/or increase the borrowings of the Company and the Group, thereby reducing the working capital and shareholders' funds of the Company and the Group. As a result of this, the gearing ratio of the Company and the Group will increase and the current ratios will decrease on the assumption that the additional external borrowings obtained, if any, are classified as current liabilities.

3.5.2 Maximum Price Paid for Shares Purchased or Acquired

As at the Latest Practicable Date, the Company has 906,901,330 issued Ordinary Shares (excluding treasury shares and subsidiary holdings) and 297,786,832 Preference Shares.

Based on the existing number of issued Ordinary Shares and Preference Shares of the Company as at the Latest Practicable Date, the exercise in full of the Share Purchase Mandate would result in the purchase of 90,690,133 Ordinary Shares (representing 10% of the total number of issued Ordinary Shares of the Company) and 29,778,683 Preference Shares (representing 10% of the total number of issued Preference Shares of the Company).

In the case of Market Purchases and Off-Market Purchases by the Company and assuming that the Company purchases or acquires 90,690,133 Ordinary Shares at the Maximum Price of S\$6.28 for one Ordinary Share (being the price equivalent to 105% of the Average Closing Price as at the Latest Practicable Date) and 29,778,683 Preference Shares at the Maximum Price of S\$1.04 for one Preference Share (being the price equivalent to 105% of the Average Closing Price as at the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 90,690,133 Ordinary Shares and 29,778,683 Preference Shares is approximately S\$569.5 million and S\$31.0 million respectively.

3.5.3 Whether the underlying Shares are cancelled or held in treasury

The financial effects on the Group arising from purchases or acquisitions of Shares will also depend on whether the Shares purchased or acquired are cancelled or held in treasury.

For illustrative purposes only, on the basis that the Company purchases or acquires 90,690,133 Ordinary Shares and 29,778,683 Preference Shares by way of Market Purchases made out of profits and/or capital and held in treasury for Ordinary Shares purchased or acquired and cancelled for Preference Shares purchased or acquired, and that the Share Purchase Mandate had been effective on 1 January 2023, the financial effects on the audited financial statements of the Group and the Company for the financial year ended 31 December 2023 would have been as follows:

	GROUP		COMPANY	
	Before Purchase of Ordinary Shares and Preference Shares	After Purchase of Ordinary Shares and Preference Shares ⁽¹⁾	Before Purchase of Ordinary Shares and Preference Shares	After Purchase of Ordinary Shares and Preference Shares ⁽¹⁾
As at 31 December 2023	S\$'000	S\$'000	S\$'000	S\$'000
Share Capital and Reserves ⁽¹⁾	9,180,489	9,150,680	7,002,716	6,972,907
Treasury Shares	-	(569,534)	-	(569,534)
NAV	9,180,489	8,581,146	7,002,716	6,403,373
Total Equity	9,539,344	8,940,001	7,002,716	6,403,373
Current Assets ⁽²⁾	10,095,955	9,562,154	7,430,756	6,896,955
Current Liabilities ⁽²⁾	5,706,905	5,772,447	3,887,262	3,952,804
Working Capital	4,389,050	3,789,707	3,543,494	2,994,151
Net Borrowings ^{(2),(3)}	9,802,274	10,401,617	8,736,053	9,335,396
Number of Ordinary Shares ⁽⁷⁾	906,901,330	816,211,197	906,901,330	816,211,197
Financial Ratios				
NAV per Ordinary Share (S\$)	10.12	10.51	7.72	7.85
Basic EPS (Ordinary) (cents) ⁽⁴⁾	33.6	37.6	119.0	132.5
Net Gearing (times) ⁽⁵⁾	1.03	1.16	1.25	1.46
Net Gearing if fair value gains on investment properties are taken into consideration (times)	0.61	0.68	1.20	1.39
Current Ratio (times) ⁽⁶⁾	1.77	1.66	1.91	1.74

Notes:

- (1) Assuming no Preference Shares are converted.
- (2) Assuming the purchases or acquisitions of Ordinary Shares and Preference Shares are funded using all available cash and cash equivalents (excluding amounts held under project accounts which withdrawals are restricted to payment for expenditure incurred on development projects) of the Company estimated to be S\$533.8 million and the balance of S\$65.5 million funded via short term bank borrowings. For the purpose of this calculation, we have not taken into account any interest foregone on the utilised cash and cash equivalents, or any interest payable on the additional borrowings.
- (3) Net borrowings refer to the aggregate borrowings from banks and financial institutions, and lease liabilities, after deducting cash and cash equivalents. Unamortised balance of transaction costs have not been deducted from the gross borrowings.
- (4) Basic EPS is based on the net profit attributable to Ordinary Shareholders after adjustment of non-redeemable convertible non-cumulative preference dividends and the number of Ordinary Shares.
- (5) Net gearing is computed based on the ratio of net borrowings to total equity.
- (6) Current ratio is computed based on the ratio of current assets to current liabilities.
- (7) Number of Ordinary Shares refers to number of issued and paid-up Ordinary Shares (excluding 2,400,000 treasury shares) as at the Latest Practicable Date as well as the weighted average number of Ordinary Shares outstanding during the year.

Shareholders should note that the financial effects set out above, based on the respective aforementioned assumptions, are for illustrative purposes only.

In particular, it is important to note that the above analysis is based on the latest audited financial statements of the Group for the financial year ended 31 December 2023, and is not necessarily representative of the future financial performance of the Group or the Company. In addition, the actual impact will depend on the actual number and price of Shares that may be acquired or purchased by the Company as well as how the purchase or acquisition is funded, and the Company may not carry out the Share Purchase Mandate to the full 10% mandated and may cancel or hold in treasury all or part of the Ordinary Shares purchased or acquired.

3.6 Taxation

Purchase or Acquisition of Ordinary Shares

The proceeds received by the shareholder from the buyback will be treated as proceeds from the disposal of Ordinary Shares. Whether or not such proceeds are taxable in the hands of such shareholder will depend on whether such proceeds are receipt of an income or capital nature.

Any gains from the disposal of the Ordinary Shares considered to be capital in nature will not be taxable in Singapore. However, any gains derived by any person from the disposal of the Ordinary Shares which are considered as revenue income from any trade, business, profession or vocation carried on by that person, if accruing in or derived from Singapore, may be taxable in Singapore.

Holders of the Ordinary Shares who apply or are required to apply Singapore Financial Reporting Standard 109 - Financial Instruments ("FRS 109") or Singapore Financial Reporting Standard (International) 9 (Financial Instruments) ("SFRS(I) 9") (as the case may be), may for Singapore income tax purposes be subject to tax on gains or claim a tax deduction on losses (not being gains or losses in the nature of capital for tax purposes) on the Ordinary Shares, irrespective of disposal.

Holders of the Ordinary Shares should consult their own accounting and tax advisers regarding the Singapore income tax consequences of their acquisition, holding or disposal of the Ordinary Shares.

Purchase or Acquisition of Preference Shares

The tax consequences of the purchase or acquisition of Preference Shares are as per those stated under "Purchase or Acquisition of Ordinary Shares".

Holders of the Preference Shares should consult their own accounting and tax advisers regarding the Singapore income tax consequences of their acquisition, holding or disposal of the Preference Shares.

Shareholders should note that the foregoing does not constitute, and should not be regarded as constituting, advice on the tax position of any Shareholder. Shareholders who are in doubt as to their respective tax positions or any tax implications, including those who may be subject to tax in a jurisdiction outside Singapore, should consult their own professional advisers.

3.7 Listing Manual

The Listing Manual specifies that a listed company shall report all purchases or acquisitions of its shares to SGX-ST, in such reporting format as prescribed by SGX-ST or the Listing Manual, not later than 9.00 a.m. (a) in the case of a Market Purchase, on the Market Day following the day of purchase of any of its shares; and (b) in the case of an Off-Market Purchase under an equal access scheme, on the second Market Day after the close of acceptances of the offer. The Listing Manual restricts a listed company from purchasing shares by way of a Market Purchase at a price which is more than 105% of the Average Closing Market Price (as defined in Section 3.2.4 of this Annexure I). Hence, the Maximum Price for the purchase or acquisition of Shares by the Company by way of a Market Purchase complies with this requirement.

Although the Listing Manual does not prescribe a maximum price in relation to purchase or acquisition of shares by way of an Off-Market Purchase, the Company has set a cap of 105% of the Average Closing Price of an Ordinary Share or a Preference Share (as the case may be) as the Maximum Price for an Ordinary Share or a Preference Share to be purchased or acquired by way of an Off-Market Purchase.

While the Listing Manual does not expressly prohibit any purchase or acquisition of shares by a listed company during any particular time or times, the Company will not undertake any purchase or acquisition of Shares pursuant to the Share Purchase Mandate at any time after any matter or development of a price sensitive nature has occurred or has been the subject of a decision until such price sensitive information has been publicly announced. In particular, in line with Listing Rule 1207(19)(c) of the Listing Manual and the Company's Internal Code on Securities Trading, the Company will not purchase or acquire any Shares during the period commencing one month before the announcement of the Company's financial statements for the half year and full financial year (as the case may be).

The Listing Manual requires a listed company to ensure that at least 10% of the total number of issued shares excluding treasury shares and subsidiary holdings (excluding preference shares and convertible equity securities) in a class that is listed is at all times held by public shareholders. Under the Listing Manual, "public" is defined as persons other than the directors, substantial shareholders, chief executive officer or controlling shareholders of the company and its subsidiaries, as well as the associates of such persons.

Based on information available to the Company as at the Latest Practicable Date, approximately 51.31% of the issued Ordinary Shares were held by public Ordinary Shareholders. In the event that the Company purchases the maximum of 10% of its issued Ordinary Shares from such public Ordinary Shareholders, the resultant percentage of the issued Ordinary Shares held by public Ordinary Shareholders would be reduced to approximately 45.90%. Accordingly, the Directors are of the view that there is, at present, a sufficient number of Ordinary Shares in issue held by public Ordinary Shareholders that would permit the Company to potentially undertake purchases or acquisitions of the Ordinary Shares through Market Purchases up to the full 10% limit pursuant to the Share Purchase Mandate without affecting adversely the listing status of the Ordinary Shares on SGX-ST, and that the number of Ordinary Shares remaining in the hands of the public will not fall to such a level as to cause market illiquidity or adversely affect orderly trading of the Ordinary Shares.

3.8 Obligation to Make a Take-Over Offer

- (i) As the Preference Shares do not carry general voting rights, there will be no Take-over Code implications arising from the purchase or acquisition by the Company of Preference Shares pursuant to the Share Purchase Mandate.
- (ii) If, as a result of any purchase or acquisition of Ordinary Shares made by the Company under the Share Purchase Mandate, an Ordinary Shareholder's proportionate interest in the voting capital of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 14 of the Take-over Code. Consequently, an Ordinary Shareholder or group of Ordinary Shareholders acting in concert could obtain or consolidate effective control of the Company and become obliged to make a take-over offer for the Company under Rule 14.

Under the Take-over Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), co-operate, through the acquisition by any of them of shares in a company, to obtain or consolidate effective control of that company. Unless the contrary is established, the following persons will, *inter alia*, be presumed to be acting in concert: (a) a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts); (b) a company, its parent, subsidiaries and fellow subsidiaries, and their associated companies and companies of which such companies are associated companies, all with each other, and (c) any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing companies for the purchase of voting rights. For this purpose, a company is an associated company of another company if the second-mentioned company owns or controls at least 20% but not more than 50% of the voting rights of the first-mentioned company.

The circumstances under which Ordinary Shareholders, including Directors, and persons acting in concert with them, respectively, will incur an obligation to make a take-over offer after a purchase or acquisition of Ordinary Shares by the Company are set out in Rule 14 and Appendix 2 of the Take-over Code.

In general terms, the effect of Rule 14 and Appendix 2 of the Take-over Code is that unless exempted (or if exempted, such exemption is subsequently revoked), Directors and persons acting in concert with them will incur an obligation to make a take-over offer under Rule 14 of the Take-over Code if, as a result of a purchase or acquisition of Ordinary Shares by the Company:

- (aa) the percentage of voting rights held by such Directors and their concert parties in the Company increase to 30% or more; or
- (bb) if the Directors and their concert parties hold 30% or more but less than 50% of the Company's voting rights, and their voting rights increase by more than 1% in any period of six months.

In calculating the percentages of voting rights of such Directors and their concert parties, treasury shares shall be excluded.

Under Appendix 2 of the Take-over Code, an Ordinary Shareholder not acting in concert with the Directors will not be required to make a take-over offer under Rule 14 of the Take-over Code if, as a result of the Company purchasing its Ordinary Shares, the voting rights of such Ordinary Shareholder would increase to 30% or more, or, if such Ordinary Shareholder holds 30% or more but less than 50% of the Company's voting rights, the voting rights of such Ordinary Shareholder would increase by more than 1% in any period of six months. Such Ordinary Shareholder need not abstain from voting in respect of the resolution authorising the Share Purchase Mandate.

Shareholders who are in doubt as to whether they would incur any obligation to make a takeover offer under the Take-over Code as a result of any purchase or acquisition of Ordinary Shares by the Company pursuant to the Share Purchase Mandate are advised to consult their professional advisers and/or the SIC at the earliest opportunity.

3.9 Certain General Take-Over Code Implications Arising from the Share Purchase Mandate

Based on information available to the Company as at the Latest Practicable Date, HLIH and its concert parties ("**HLIH Concert Parties**") hold approximately 49.21% of the total number of issued Ordinary Shares.

Assuming that there is no change in the said shareholding interests of the HLIH Concert Parties in the Company, the purchase or acquisition by the Company of the maximum 90,690,133 Ordinary Shares (being 10% of the total number of issued Ordinary Shares of the Company as at the Latest Practicable Date) from Ordinary Shareholders other than the HLIH Concert Parties, will result in their collective shareholding interests increasing from 49.21% to 54.68%. In addition, if the Company were to exercise its right to convert the Preference Shares into Ordinary Shares, the percentage shareholding of the HLIH Concert Parties may also increase (depending on whether and the extent to which, the Company converts the Preference Shares into Ordinary Shares).

Based on the above information as at the Latest Practicable Date, the percentage of voting rights held by the HLIH Concert Parties in the Company may be increased by more than 1% in any 6-month period as a result of acquisition of Ordinary Shares by the Company pursuant to the Share Purchase Mandate and/or the conversion of the Preference Shares.

The HLIH Concert Parties has made an application to SIC and it has been confirmed by SIC, *inter alia*, that:

- (i) the HLIH Concert Parties will not be obliged under the Take-over Code to make a take-over offer for the Ordinary Shares even if their aggregate shareholdings were to so increase by more than 1% in any 6-month period, provided that their collective shareholdings amount to more than 49% for at least six months prior to such increase. As at the Latest Practicable Date, the HLIH Concert Parties have collectively held more than 49% of the Company for more than six months; and
- (ii) no take-over obligation will arise even if any individual member or sub-group within the HLIH Concert Parties group increases its holding to 30% or more, or if already holding between 30% and 50%, acquires further voting rights in the Company sufficient to increase its holding by more than 1% in any 6-month period.

Save as disclosed above, as at the Latest Practicable Date, the Directors are not aware of any substantial Shareholder (together with persons acting in concert with it) who would become obliged to make a mandatory take-over offer for the Company under the Take-over Code in the event that the Company purchases the maximum 90,690,133 Ordinary Shares pursuant to the Share Purchase Mandate.

3.10 Previous Share Purchases

As at the Latest Practicable Date:

- (a) the Company had purchased or acquired 33,087,425 Preference Shares by way of Off-Market Purchases pursuant to the Share Purchase Mandate approved by Shareholders at the 60th AGM. The price paid was S\$0.78 per Preference Share and the total consideration paid for the purchase was S\$25,808,191.50, including stamp duties, applicable goods and service tax and other related expenses; and
- (b) the Company has not undertaken any purchase or acquisition of its issued Ordinary Shares pursuant to the Share Purchase Mandate approved by Shareholders at the 60th AGM.

4. DIRECTORS' RECOMMENDATION

For the reasons set out in Section 3 of Annexure I, the Directors recommend that Ordinary Shareholders vote in favour of the Ordinary Resolution 7 for the renewal of the Share Purchase Mandate at the forthcoming 61st AGM.

PROPOSED RENEWAL OF THE IPT MANDATE FOR INTERESTED PERSON TRANSACTIONS

1. BACKGROUND

On 29 May 2003, the Company obtained shareholders' approval at an Extraordinary General Meeting of the Company ("**2003 EGM**") for the Company, its subsidiaries and its associated companies not listed on Singapore Exchange Securities Trading Limited ("**SGX-ST**") or an approved exchange, over which the Company, its subsidiaries and/or interested persons have control (collectively "**CDL EAR Group**"), to enter into transactions within the categories of Interested Person Transactions set out in the Company's circular to shareholders dated 28 April 2003, with such persons within the class or classes of Interested Persons as described in the said circular, provided that such transactions are entered into in accordance with the review procedures set out in the said circular (the "**IPT Mandate**"). The IPT Mandate was renewed at each of the Company's Annual General Meetings since 2004, including the Annual General Meeting held on 26 April 2023 (the "**60th AGM**"). Given that such Interested Person Transactions are expected to occur with some degree of frequency and may arise at any time, and to allow the Group to undertake such transactions in an expeditious manner, shareholders' approval will be sought at the forthcoming 60th AGM of the Company for the renewal of the IPT Mandate.

2. RENEWAL OF THE IPT MANDATE

Under Chapter 9 of the Listing Manual, a general mandate for transactions with interested persons is subject to annual renewal. The IPT Mandate approved at the 60th AGM was expressed, unless revoked or varied by the Company in general meeting, to continue in force until the next Annual General Meeting of the Company, being the 61st AGM, which is to be held on 24 April 2024. Accordingly, it is proposed that the IPT Mandate be renewed at the 61st AGM, to take effect until the conclusion of the next Annual General Meeting of the Company to be held in 2025.

The nature of the Interested Person Transactions and the classes of Interested Persons in respect of which the IPT Mandate is sought to be renewed remain unchanged.

Particulars of the IPT Mandate, including the rationale for, the benefits to be derived by the Company, as well as the review procedures for determining transaction prices with the specified classes of Interested Persons and other general information relating to Chapter 9 of the Listing Manual, are set out in Appendix A.

5. DIRECTORS' RECOMMENDATION

The Directors who are considered independent for the purposes of the proposed renewal of the IPT Mandate are Mr Lee Jee Cheng Philip, Mr Philip Yeo Liat Kok, Mr Ong Lian Jin Colin, Mr Daniel Marie Ghislain Desbaillets, Mr Chong Yoon Chou, Ms Chan Swee Liang Carolina (Carol Fong), Ms Tang Ai Ai Mrs Wong Ai Ai and Mr Tan Kian Seng.

They are of the opinion that the entry into of the Interested Person Transactions (as described in Section 6 of Appendix A) between the CDL EAR Group (as defined in Section 2 of Appendix A) and the Interested Persons (as described in Section 5 of Appendix A) in the ordinary course of business will be entered into to enhance the efficiency of the Group and are in the best interests of the Company. For the reasons set out in Sections 2 and 4 of Appendix A, they recommend that Shareholders vote in favour of Resolution 8 for the renewal of the IPT Mandate at the forthcoming 61st AGM.

THE IPT MANDATE FOR INTERESTED PERSON TRANSACTIONS

1. CHAPTER 9 OF THE LISTING MANUAL

1.1 Chapter 9 of the Listing Manual of Singapore Exchange Securities Trading Limited (“**SGX-ST**”) (“**Chapter 9**”) applies to transactions between a party that is an entity at risk and a counter party that is an interested person. The objective of Chapter 9 (as stated in Rule 901 of the Listing Manual) is to guard against the risk that interested persons could influence a listed company, its subsidiaries or associated companies to enter into transactions with interested persons that may adversely affect the interests of the listed company or its shareholders. The aforementioned terms “entity at risk”, “interested person” and “associated companies” are defined below.

1.2 Main terms used in Chapter 9:

- (a) An “**entity at risk**” means
- (i) the listed company;
 - (ii) a subsidiary of the listed company that is not listed on SGX-ST or an approved exchange; or
 - (iii) an associated company of the listed company that is not listed on SGX-ST or an approved exchange, provided that the listed company and/or its subsidiaries (the “**listed group**”), or the listed group and its interested person(s), has or have control over the associated company.
- (b) An “**associated company**” of a listed company means a company in which at least 20 per cent. but not more than 50 per cent. of its shares are held by the listed company or the listed group.
- (c) An “**approved exchange**” means a stock exchange that has rules which safeguard the interests of shareholders against interested person transactions according to similar principles to Chapter 9.
- (d) An “**interested person**”, in the case of a company, means a director, chief executive officer or controlling shareholder of the listed company or an associate of such director, chief executive officer or controlling shareholder.
- (e) An “**associate**” in relation to an interested person who is a director, chief executive officer or controlling shareholder of the listed company (being an individual) means an immediate family member (that is, the spouse, child, adopted child, step-child, sibling or parent) of such director, chief executive officer or controlling shareholder; the trustees of any trust of which the director and/or his immediate family, or the chief executive officer and/or his immediate family or the controlling shareholder and/or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and any company in which the director and/or his immediate family, or the chief executive officer and/or his immediate family or the controlling shareholder and/or his immediate family has or have an aggregate interest (directly or indirectly) of 30 per cent. or more; and, where a controlling shareholder of the listed company is a corporation, its “associate” means its subsidiary or holding company or fellow subsidiary or a company in which it and/or such other companies taken together have (directly or indirectly) an interest of 30 per cent. or more.
- (f) A “**chief executive officer**” of a listed company means the most senior executive officer who is responsible under the immediate authority of the board of directors for the conduct of the business of the listed company.

- (g) A “**controlling shareholder**” of a listed company means a person who holds directly or indirectly 15 per cent. or more of the total voting rights in the company; or a person who in fact exercises control over a company.
- (h) An “**interested person transaction**” means a transaction between an entity at risk and an interested person.

1.3 Materiality thresholds, announcement requirements and shareholders’ approval

When Chapter 9 applies to a transaction with an interested person (except for any transaction which is below S\$100,000 in value and certain transactions which, by reason of the nature of such transactions, are not considered to put the listed company at risk to its interested person and are hence excluded from certain requirements of Chapter 9) and the value of the transaction alone or on aggregation with other transactions conducted with the interested person during the financial year reaches or exceeds certain materiality thresholds (which are based on the listed company’s latest audited consolidated net tangible assets (“**NTA**”)¹), the listed company is required to make an immediate announcement, or to make an immediate announcement and seek its shareholders’ approval for the transaction.

In particular, shareholders’ approval is required for an interested person transaction of a value equal to, or exceeding:

- (a) 5 per cent. of the listed group’s latest audited NTA²; or
- (b) 5 per cent. of the listed group’s latest audited NTA, when aggregated with other transactions entered into with the same interested person (such term as construed under Chapter 9) during the same financial year. However, a transaction which has been approved by shareholders, or is the subject of aggregation with another transaction that has been approved by shareholders, need not be included in any subsequent aggregation.

1.4 Shareholders’ general mandate

Chapter 9 allows a listed company to seek a mandate from its shareholders for recurrent transactions of a revenue or trading nature or those necessary for its day-to-day operations such as the purchase and sale of supplies and materials, but not in respect of the purchase or sale of assets, undertakings or businesses, which may be carried out with the listed company’s interested persons.

2. **INTRODUCTION AND RATIONALE FOR THE IPT MANDATE**

2.1 Hong Leong Investment Holdings Pte. Ltd. (“**HLIH**”), the controlling shareholder of the Company and its associates (the “**HLIH Group**”) are interested persons of the Company.

2.2 Due to the size of the HLIH Group and the diversity of the activities of CDL and its subsidiaries (the “**Group**”), it is anticipated that:

- (a) CDL;
- (b) subsidiaries of CDL that are not listed on SGX-ST or an approved exchange; and
- (c) associated companies of CDL that are not listed on SGX-ST or an approved exchange, provided that the Group or the Group and its interested person(s), has or have control over the associated companies,

¹ Based on the audited financial statements of the Group for the financial year ended 31 December 2023, the annual NTA of the Group was S\$9,178,880,000.

² In relation to the Company, for the purposes of Chapter 9, in the current financial year and until such time that the annual financial statements of the Group for the year ending 31 December 2024 are published by the Company, 5 per cent. of the latest annual audited NTA of the Group would be S\$458,944,000.

(together, the “**CDL EAR Group**”), or any of them, would, in the ordinary course of its businesses, enter into certain transactions with its interested persons. It is likely that such interested person transactions will occur with some degree of frequency and may arise at any time. Thus, the IPT Mandate is intended to facilitate transactions in the normal course of business of the CDL EAR Group falling within the categories of interested person transactions as set out in Section 6 below (the “**Interested Person Transactions**”), that are transacted from time to time with the interested persons as specified in Section 5 below (the “**Interested Persons**”) provided that they are carried out at arm’s length and on the Group’s normal commercial terms and which are not prejudicial to the interests of the Company and its minority Shareholders.

3. SCOPE OF THE IPT MANDATE

- 3.1 The IPT Mandate will not cover any Interested Person Transaction which has a value below S\$100,000 as the threshold and aggregation requirements of Chapter 9 of the Listing Manual of SGX-ST do not apply to such transactions.
- 3.2 Transactions with interested persons, which do not fall within the ambit of the IPT Mandate (including any renewal thereof), will be subject to the applicable provisions of Chapter 9 and/or any other applicable provisions of the Listing Manual.

4. BENEFITS OF THE IPT MANDATE

- 4.1 The Directors are of the view that it will be beneficial to the CDL EAR Group to transact or continue to transact with the Interested Persons, especially since the Interested Person Transactions are undertaken on an arm’s length basis, on normal commercial terms consistent with the Group’s usual business practices and policies and will not be prejudicial to the interests of the Company and its minority Shareholders.
- 4.2 Where the Interested Person Transactions relate to the provision to, and the obtaining from, Interested Persons of products or services as contemplated in Sections 6(a), (b) and (d), the CDL EAR Group will benefit from having access, where applicable, to competitive quotes from its Interested Persons as well as from unrelated third parties, and may also derive savings in terms of cost efficiencies and greater economies of scale in its transactions with Interested Persons. The provision of products and services to Interested Persons are also an additional source of revenue for the CDL EAR Group, provided that such products and services are provided on arm’s length basis and on normal commercial terms. Where the Interested Person Transactions relate to financial and treasury transactions as contemplated in Section 6(c), the CDL EAR Group will benefit from the competitive quotes received from its Interested Persons, thus leveraging on the financial strength and credit standing of the Interested Persons.
- 4.3 The adoption of the IPT Mandate and the renewal of the same on an annual basis would eliminate the need for the Company to convene separate general meetings on each occasion to seek Shareholders’ approval as and when such Interested Person Transactions with the Interested Persons arise, thereby reducing substantial administrative time and expenses associated with the convening of such meetings without compromising the corporate objectives of the Group. This would also enable the Group to maximise its business opportunities, especially in commercial transactions which are time-sensitive in nature. At the same time, the Group would be able to channel the significant amount of administrative resources, including time and expenses, saved towards its other corporate objectives.

5. CLASSES OF INTERESTED PERSONS

The IPT Mandate will apply to transactions with the following classes of Interested Persons:

- (a) the HLIH Group; and
- (b) Directors, chief executive officer(s) and controlling shareholders of the Company (other than entities who fall under the HLIH Group described in paragraph (a) above) and their respective associates.

6. CATEGORIES OF INTERESTED PERSON TRANSACTIONS

The Interested Person Transactions between the CDL EAR Group and Interested Persons which will be covered by the IPT Mandate relate to recurrent transactions of a revenue or trading nature or those necessary for the Group's day-to-day operations, and are set out as follows:

(a) Property-related Transactions

Transactions within the ambit of this category comprise the leasing or rental of properties; the award of contracts to main contractors, suppliers and consultants for property development projects; the provision and/or receipt of project management services; marketing and property agency services; cleaning, security and building maintenance services; property and estate management services including serviced apartments and serviced offices management services; and carpark management services.

(b) Management and Support Services

This category comprises transactions in relation to the receipt or provision of management services; legal; and financial advisory and consultancy services.

(c) Financial and Treasury Transactions

This category comprises transactions in relation to the placement of funds with Interested Persons, the borrowing of funds from Interested Persons, and the entry into foreign exchange, swap and option transactions with Interested Persons that do not fall under the exceptions to interested person transactions pursuant to Rule 915(6) and Rule 915(7) of Chapter 9³; and the subscription by the CDL EAR Group of debt securities issued by any Interested Person and the issue of debt securities by the CDL EAR Group to any Interested Person.

Pursuant to Rule 916(3) of Chapter 9, the provision of a loan by the CDL EAR Group to a joint venture with an Interested Person does not require the seeking of shareholders' approval provided that such loan is extended by all joint venture partners on the same terms and in proportion to their equity interest in the joint venture; the Interested Person does not have an existing equity interest in the joint venture prior to the participation of the CDL EAR Group in the joint venture; and the Company has announced that its Audit & Risk Committee (as defined herein) is of the view that: (i) the provision of the loan is not prejudicial to the interests of the Company and its minority Shareholders; (ii) the risks and rewards of the joint venture are in proportion to the equity of each of the joint venture partners; and (iii) the terms of the joint venture are not prejudicial to the interests of the Company and its minority Shareholders.

(d) General Transactions

This category comprises transactions in relation to the purchase and sale of goods including building materials, electronic and engineering equipment, building automation systems, computer systems (hardware and software), vehicles, parts and accessories, and the provision and receipt of after-sales services.

³ Pursuant to Rule 915(6) and Rule 915(7) of Chapter 9, the provision or receipt of financial assistance or services by or from a financial institution that is licensed or approved by the Monetary Authority of Singapore, on normal commercial terms and in the ordinary course of business does not constitute an interested person transaction which would require compliance with Rules 905, 906 and 907 of Chapter 9. Rule 905 relates to requirements for immediate announcement of interested person transactions, Rule 906 relates to requirements for seeking shareholders' approval for interested person transactions, and Rule 907 relates to requirements for disclosure of the aggregate value of interested person transactions in the listed company's annual report.

7. REVIEW PROCEDURES FOR INTERESTED PERSON TRANSACTIONS

7.1 In general, there are procedures established by the Group to ensure that Interested Person Transactions, which are reviewed and approved by the management, are undertaken on an arm's length basis, on normal commercial terms consistent with the Group's usual business practices and policies, are not prejudicial to the interests of the Company and its minority Shareholders, and on terms which are generally no more favourable to the Interested Persons than those extended to or received from unrelated third parties.

7.1.1 Property-related Transactions, Management and Support Services, and General Transactions

All Interested Person Transactions (other than the Financial and Treasury Transactions covered in Section 7.1.2 below) are to be carried out at the published or prevailing rates/ prices of the service or product providers (including, where applicable, preferential rates/ prices/discounts accorded to a class or classes of customers or for bulk purchases where the giving of such preferential rates/prices/discounts are commonly practised within the applicable industry and may be similarly extended to unrelated third parties), on the service or product provider's usual commercial terms which may also be similarly extended to unrelated third parties, or otherwise in accordance with other applicable industry norms.

In addition, the CDL EAR Group will monitor the Interested Person Transactions (other than the Financial and Treasury Transactions covered in Section 7.1.2 below) as follows:

- (a) Property-related Transactions comprising the award of contracts to main contractors, suppliers and consultants for property development projects
 - (i) an Interested Person Transaction under this sub-paragraph (a) with a value in excess of S\$10 million shall be reviewed and approved by the audit & risk committee of the Company (the "Audit & Risk Committee") prior to the entry into of such Interested Person Transaction, or if it is expressed to be conditional on Shareholders' approval, prior to the completion of such Interested Person Transaction;
 - (ii) an Interested Person Transaction under this sub-paragraph (a) with a value below or equal to S\$10 million but in excess or equal to S\$100,000 shall be reviewed by the Audit & Risk Committee at its quarterly meetings; and
 - (iii) Interested Person Transactions under this sub-paragraph (a) shall be undertaken based on tenders which may be conducted for the award of such contracts with at least two bids from unrelated third parties to be obtained for comparison purposes. In the absence of tenders or the ability to obtain at least two bids for any tender, an Interested Person Transaction under this sub-paragraph (a) shall be undertaken based on comparison of rates/prices and terms offered by the Interested Person with the rates/prices and terms offered or generally quoted by at least two unrelated third parties who are engaged in providing similar services or products.
- (b) Property-related Transactions comprising the leasing or rental of properties
 - (i) an Interested Person Transaction under this sub-paragraph (b) with a value in excess of S\$5 million shall be reviewed and approved by the Audit & Risk Committee prior to the entry into of such Interested Person Transaction, or if it is expressed to be conditional on Shareholders' approval, prior to the completion of such Interested Person Transaction;
 - (ii) an Interested Person Transaction under this sub-paragraph (b) with a value below or equal to S\$5 million but in excess or equal to S\$100,000 shall be reviewed by the Audit & Risk Committee at its quarterly meetings; and

- (iii) Interested Person Transactions under this sub-paragraph (b) shall be entered into after comparison of rates quoted to at least two unrelated third parties (in the case of leases granted to Interested Persons) or comparison of rates quoted by or obtained from at least two unrelated third parties (in the case of leases granted by Interested Persons) and after taking into account the prevailing market rental rates for other properties within its vicinity of similar or comparable standing and facilities, the tenure of the lease, the area of the leased premises and any other factor which may affect the rental rates or terms of the lease.
- (c) Property-related Transactions (other than those covered under sub-paragraphs (a) and (b) herein), Management and Support Services and General Transactions
 - (i) an Interested Person Transaction under this sub-paragraph (c) with a value in excess of S\$3 million shall be reviewed and approved by the Audit & Risk Committee prior to the entry into of such Interested Person Transaction, or if it is expressed to be conditional on Shareholders' approval, prior to the completion of such Interested Person Transaction;
 - (ii) an Interested Person Transaction under this sub-paragraph (c) with a value below or equal to S\$3 million but in excess or equal to S\$100,000 shall be reviewed by the Audit & Risk Committee at its quarterly meetings; and
 - (iii) Interested Person Transactions under this sub-paragraph (c) shall be entered into, where applicable:
 - (1) in the case of the provision of services or products by an Interested Person, based on tenders (with at least two bids from unrelated third parties to be obtained for comparison purposes) or comparison of rates and terms offered by or generally quoted by at least two unrelated third parties who are engaged in providing similar services or products; and
 - (2) in the case of the provision of services or products to an Interested Person, based on comparison of rates and terms offered to at least two unrelated third parties for transactions of a similar nature, size or complexity and taking into account the availability of resources, expertise or manpower for the performance of such services or provision of such goods and the existence of any cost and/or time saving factors.
- (d) In the event that comparison quotations cannot be obtained in respect of the Interested Person Transactions covered under sub-paragraphs (a), (b) and (c) above (for example, where there are no unrelated third party providers or users of such services or products, or where the service or product is a proprietary item or due to the nature, speciality or confidentiality of the service or product to be supplied), such Interested Person Transactions shall be entered into only after the senior management staff of the relevant company in the CDL EAR Group (having no interest, direct or indirect, in the interested person transaction and having the authority in such company to approve the entering into of transactions of such nature and value), has evaluated and weighed the benefits of, and rationale for, transacting with the Interested Person and in their report submitted to the Audit & Risk Committee, confirmed that the price and terms offered to or by the Interested Person are fair and reasonable. In such evaluation and confirmation, the factors which may be taken into account include, but shall not be limited, to the following:

- (i) in relation to the sale of goods or services to the Interested Person and as determined by the senior management staff of the relevant company in the CDL EAR Group and reported to the Audit & Risk Committee, the terms of supply should be in accordance with the CDL EAR Group's usual business practice and consistent with the margins obtained by the CDL EAR Group in its business operations or the margins obtained for the same or substantially the same type of transactions;
- (ii) in relation to the purchase of goods or services from the Interested Person, the terms of supply will be compared to those for the same or substantially the same types of transactions entered into between the Interested Person and unrelated third parties. The review procedures in such cases may include where applicable, reviewing the standard price lists provided by the Interested Person to its customers for such products or services;
- (iii) the efficiencies and flexibilities derived by the CDL EAR Group in transacting with the Interested Person as compared with transacting with unrelated third parties; and
- (iv) prevailing industry norms.

7.12 Financial and Treasury Transactions

(a) Placement of Funds

In relation to the placement with any Interested Person by the CDL EAR Group of its funds, the Company will require that quotations be obtained from such Interested Person and at least two principal bankers or financial institutions of the Group ("**Principal Bankers**") for rates offered by such Principal Bankers for deposits of an amount and currency and for a period equivalent to that of the funds to be placed by the CDL EAR Group. The CDL EAR Group will only place its funds with such Interested Person provided that the interest rate quoted is not less than the highest of the rates quoted by such Principal Bankers and after evaluating and taking into account any factor that may materially and adversely affect the credit standing of the Interested Person with whom the funds are to be placed by the CDL EAR Group or the risks associated in the placement of such funds with the Interested Person, and such other factors relevant for consideration.

(b) Borrowing of Funds

In relation to the borrowing of funds from any Interested Person by a company within the CDL EAR Group, the Company will require that quotations be obtained from such Interested Person and at least two bankers of the borrowing company within the CDL EAR Group for rates offered by such bankers for loans of an amount and currency and for a period equivalent to that of the funds to be borrowed by such borrowing company within the CDL EAR Group. The CDL EAR Group will only borrow funds from such Interested Person provided that the interest rate quoted is not more than the lowest of the rates quoted by such bankers.

(c) Foreign Exchange, Swaps and Options

In relation to foreign exchange, swap and option transactions with any Interested Person by the CDL EAR Group, the Company will require that rate quotations be obtained from such Interested Person and at least two Principal Bankers. The CDL EAR Group will only enter into such foreign exchange, swap and option transactions with such Interested Person provided that such rates quoted are no less favourable than the rates quoted by such Principal Bankers.

(d) Subscription of Debt Securities

In relation to the subscription by the CDL EAR Group of debt securities issued by the Interested Persons, the CDL EAR Group will only enter into the subscription of such debt securities provided that the price(s) at which the CDL EAR Group subscribes for such debt securities will not be higher than the price(s) at which such debt securities are subscribed for by unrelated third parties.

In relation to the issue of debt securities by the CDL EAR Group to Interested Persons, the CDL EAR Group will only issue such debt securities to Interested Persons provided that the price(s) at which the CDL EAR Group issues such debt securities will not be lower than the price(s) at which such debt securities are issued to unrelated third parties.

In addition to the foregoing, the following threshold limits will be applied to ensure further monitoring by the Group of the Financial and Treasury Transactions entered into by the CDL EAR Group:

Placement of Funds and Subscription of Debt Securities

Where the aggregate of the outstanding principal amount of funds placed with, and debt securities subscribed from, the same Interested Person (as such term is construed under Chapter 9) shall at any time exceed the equivalent of 10 per cent. of the consolidated shareholders' funds of the Group (based on its latest audited financial statements), each subsequent placement of funds with, or subscription of debt securities from, the same Interested Person shall require the prior approval of the Audit & Risk Committee.

Where the aggregate of the outstanding principal amount of funds placed with, and debt securities subscribed from, the same Interested Person does not at any time exceed the limit set out above, the placement of funds with, and subscription of debt securities from, that Interested Person will not require the prior approval of the Audit & Risk Committee but shall be reviewed by the Audit & Risk Committee at its quarterly meetings.

- 7.2 A register will be maintained by the Group to record all Interested Person Transactions (and the basis including the quotations, if any and where relevant, obtained to support such basis on which they are entered into) which are entered into pursuant to the IPT Mandate.

The Company shall, on a quarterly basis, report to the Audit & Risk Committee on all Interested Person Transactions, and the basis of such transactions, entered into with Interested Persons during the preceding quarter. The Audit & Risk Committee shall review such Interested Person Transactions at its quarterly meetings except where such Interested Person Transactions are required under the review procedures to be approved by the Audit & Risk Committee prior to the entry thereof.

- 7.3 The annual internal audit plan shall incorporate a review of the established review procedures for the monitoring of Interested Person Transactions entered into pursuant to the IPT Mandate.

The Audit & Risk Committee shall review the internal audit report on Interested Person Transactions to ascertain that the established review procedures to monitor Interested Person Transactions have been complied with. If, during a review by the Audit & Risk Committee, the Audit & Risk Committee is of the view that the established review procedures are not sufficient or have become inappropriate, in view of changes to the nature of, or the manner in which, the business activities of the CDL EAR Group are conducted, it will take such actions as it deems appropriate and/or institute additional procedures as necessary to ensure that future transactions of a similar nature are on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders, and the Company will revert to the Shareholders for a fresh mandate based on new review procedures for transactions with Interested Persons.

For the purpose of the review process, if a member of the Audit & Risk Committee has an interest in the transaction to be reviewed by the Audit & Risk Committee, he will abstain from any decision making by the Audit & Risk Committee in respect of that transaction. For example, where two members of the Audit & Risk Committee have an interest each in the transaction to be reviewed by the Audit & Risk Committee, the review of that transaction will be undertaken by the remaining member(s) of the Audit & Risk Committee.

8. EXPIRY AND RENEWAL OF THE IPT MANDATE

The IPT Mandate will take effect from the date of receipt of Shareholders' approval, and will (unless revoked or varied by the Company in General Meeting) continue in force until the next Annual General Meeting of the Company and will apply to Interested Person Transactions entered into from the date of receipt of Shareholders' approval. Approval from Shareholders will be sought for the renewal of the IPT Mandate at each subsequent Annual General Meeting, subject to review by the Audit & Risk Committee of its continued application to the Interested Person Transactions.

If the Audit & Risk Committee is of the view that the review procedures under the IPT Mandate are not sufficient to ensure that the Interested Person Transactions are transacted on normal commercial terms and will be prejudicial to the interests of the Company and its minority Shareholders, the Company will seek a fresh mandate from the Shareholders based on new review procedures for Interested Person Transactions.

9. DISCLOSURE

In accordance with Chapter 9, the Company will disclose in its annual report the aggregate value of the Interested Person Transactions conducted pursuant to the IPT Mandate during the financial year (as well as in the Company's annual reports for subsequent financial years that the IPT Mandate continues to be in force). In addition, the Company will announce the aggregate value of the Interested Person Transactions conducted pursuant to the IPT Mandate for the financial periods which it is required to report on (pursuant to Rule 705 of the Listing Manual) within the time required for the announcement of such report. These disclosures will be in the form set out in Rule 907 of the Listing Manual.