

ANNUAL GENERAL MEETING::VOLUNTARY

Issuer & Securities

Issuer/ Manager

M&C REIT MANAGEMENT LIMITED

Security

CDL HOSPITALITY TRUSTS - SG1T66931158 - J85

Other Issuer(s) for Stapled Security

Name
DBS TRUSTEE LIMITED

Announcement Details

Announcement Title

Annual General Meeting

Date & Time of Broadcast

23-Mar-2023 07:31:34

Status

New

Announcement Reference

SG230323MEET4H2G

Submitted By (Co./ Ind. Name)

Soo Lai Sun

Designation

Company Secretary

Financial Year End

31/12/2022

Event Narrative

Narrative Type	Narrative Text
Additional Text	<p>Please refer to the following documents attached:</p> <ol style="list-style-type: none"> 1) Notice of the Annual General Meetings ("AGMs"); 2) Proxy Form; and 3) Announcement of AGMs.

Event Dates

Meeting Date and Time

21/04/2023 09:30:00

Response Deadline Date

19/04/2023 09:30:00

Event Venue(s)

Place

Venue(s)	Venue details
Meeting Venue	The AGMs will be conducted by way of electronic means. Stapled Security Holders will not be able to attend the AGMs in person. Please refer to the Announcement of AGMs for details on how to participate in the AGMs.

Attachments

[CDLHT-AGM Notice.2023 0323.pdf](#)

[CDLHT-Proxy Form.2023 0323.pdf](#)

[CDLHT-Announcement of AGMs.2023 0323.pdf](#)

Total size =407K MB



CDL HOSPITALITY TRUSTS

A stapled group comprising:
CDL HOSPITALITY REAL ESTATE INVESTMENT TRUST
(a real estate investment trust constituted on 8 June 2006
under the laws of the Republic of Singapore)

CDL HOSPITALITY BUSINESS TRUST
(a business trust constituted on 12 June 2006
under the laws of the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETINGS

NOTICE IS HEREBY GIVEN that the Annual General Meetings ("**Meetings**") of the unitholders of CDL Hospitality Real Estate Investment Trust ("**H-REIT**") and CDL Hospitality Business Trust ("**HBT**") will be convened and held by way of electronic means on Friday, 21 April 2023 at 9.30 a.m. for the following business:

(A) AS ORDINARY BUSINESS

1. To receive and adopt the Report of M&C Business Trust Management Limited, as trustee-manager of HBT (the "**HBT Trustee-Manager**"), the Statement by the Chief Executive Officer of the HBT Trustee-Manager, the Report of DBS Trustee Limited, as trustee of H-REIT (the "**H-REIT Trustee**"), the Report of M&C REIT Management Limited, as manager of H-REIT (the "**H-REIT Manager**") and the Audited Financial Statements of HBT, H-REIT and CDL Hospitality Trusts ("**CDLHT**") for the year ended 31 December 2022 and the Auditors' Report thereon. **(Ordinary Resolution 1)**
2. To re-appoint Messrs KPMG LLP as the Independent Auditors of H-REIT and HBT and to hold office until the conclusion of the next Annual General Meetings of H-REIT and HBT, and to authorise the H-REIT Manager and the HBT Trustee-Manager to fix their remuneration. **(Ordinary Resolution 2)**

(B) AS SPECIAL BUSINESS

To consider and if thought fit, to pass with or without any modifications, the following resolution:

3. That authority be and is hereby given to the H-REIT Manager and the HBT Trustee-Manager, to **(Ordinary Resolution 3)**
 - (a) (i) issue new units in H-REIT ("**H-REIT Units**") and new units in HBT ("**HBT Units**", together with H-REIT Units, the "**Stapled Securities**") 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 Stapled Securities to be issued, including but not limited to the creation and issue of (as well as adjustments to) securities, warrants, debentures or other instruments convertible into Stapled Securities, at any time and upon such terms and conditions and for such purposes and to such persons as the H-REIT Manager and the HBT Trustee-Manager may in their absolute discretion deem fit; and
 - (b) issue Stapled Securities in pursuance of any Instruments made or granted by the H-REIT Manager and the HBT Trustee-Manager while this Resolution was in force (notwithstanding that the authority conferred by this Resolution may have ceased to be in force),

NOTICE OF ANNUAL GENERAL MEETINGS

provided that:

- (1) the aggregate number of Stapled Securities to be issued pursuant to this Resolution (including Stapled Securities to be issued in pursuance of Instruments made or granted pursuant to this Resolution), shall not exceed fifty per cent (50%) of the total number of issued Stapled Securities (excluding treasury H-REIT Units and treasury HBT Units, if any) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Stapled Securities to be issued other than on a *pro rata* basis to Stapled Security Holders shall not exceed twenty per cent (20%) of the total number of issued Stapled Securities (excluding treasury H-REIT Units and treasury HBT Units, if any) (as calculated in accordance with sub-paragraph (2) below);
- (2) subject to such manner of calculation as may be prescribed by Singapore Exchange Securities Trading Limited ("**SGX-ST**") for the purpose of determining the aggregate number of Stapled Securities that may be issued under sub-paragraph (1) above, the total number of issued Stapled Securities (excluding treasury H-REIT Units and treasury HBT Units, if any) shall be based on the number of issued Stapled Securities (excluding treasury H-REIT Units and treasury HBT Units, if any) at the time this Resolution is passed, after adjusting for:
 - (a) any new Stapled Security arising from the conversion or exercise of any Instruments which are outstanding at the time this Resolution is passed; and
 - (b) any subsequent bonus issue, consolidation or subdivision of Stapled Securities;
- (3) in exercising the authority conferred by this Resolution, the H-REIT Manager and the HBT Trustee-Manager 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), the Business Trusts Act 2004 of Singapore for the time being in force, the trust deed constituting H-REIT (as amended) (the "**H-REIT Trust Deed**") for the time being in force (unless otherwise exempted or waived by the Monetary Authority of Singapore) and the trust deed constituting HBT (as amended) (the "**HBT Trust Deed**") for the time being in force (unless otherwise exempted or waived by the Monetary Authority of Singapore);
- (4) (unless revoked or varied by the Stapled Security Holders in a general meeting) the authority conferred by this Resolution shall continue in force until (i) the conclusion of the next Annual General Meetings of H-REIT and HBT or (ii) the date by which the next Annual General Meetings of H-REIT and HBT are required by law to be held, whichever is earlier;
- (5) where the terms of the issue of the Instruments provide for adjustment to the number of Instruments or Stapled Securities into which the Instruments may be converted, in the event of rights, bonus or other capitalisation issues or any other events, the H-REIT Manager and the HBT Trustee-Manager are authorised to issue additional Instruments or Stapled Securities pursuant to such adjustment notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time the Instruments are issued; and
- (6) the H-REIT Manager, the H-REIT Trustee and the HBT Trustee-Manager be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the H-REIT Manager, the H-REIT Trustee or, as the case may be, the HBT Trustee-Manager may consider expedient or necessary or in the interest of H-REIT and HBT to give effect to the authority conferred by this Resolution.

(Please see Explanatory Note below)

NOTICE OF ANNUAL GENERAL MEETINGS

AS OTHER BUSINESS

To transact such other business as may be transacted at the Meetings.

BY ORDER OF THE BOARD

M&C REIT Management Limited
(as manager of CDL Hospitality
Real Estate Investment Trust)

Enid Ling Peek Fong
Soo Lai Sun
Company Secretaries

Singapore
23 March 2023

BY ORDER OF THE BOARD

M&C Business Trust Management Limited
(as trustee-manager of CDL Hospitality
Business Trust)

Enid Ling Peek Fong
Soo Lai Sun
Company Secretaries

Singapore
23 March 2023

Important Notice:

- The Meetings are being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Notice will not be sent to the Stapled Security Holders, instead, this Notice will be made available to the Stapled Security Holders by electronic means via publication on CDLHT's website at <https://investor.cdlht.com/agm-egm.html>. This Notice will also be made available on the SGX website at <https://www.sgx.com/securities/company-announcements>.
- Alternative arrangements relating to:
 - the attendance at the Meetings via electronic means (including arrangements by which the Meetings can be electronically accessed via "live" audio-visual webcast or "live" audio-only streaming);
 - the submission of questions to the Chairman of the Meetings in advance of, or "live" at, the Meetings, and addressing of substantial and relevant questions prior to, or "live" at, the Meetings; and
 - the voting at the Meetings (i) "live" by the Stapled Security Holder or his/her/its duly appointed proxy/proxies (other than the Chairman of the Meetings) via electronic means; or (ii) by appointing the Chairman of the Meetings as proxy to vote on the Stapled Security Holder's behalf at the Meetings,are set out in the accompanying CDLHT's announcement dated 23 March 2023. The announcement may be accessed at CDLHT's website at <https://investor.cdlht.com/agm-egm.html> and will also be made available on the SGX website at <https://www.sgx.com/securities/company-announcements>.
- A Stapled Security Holder who wishes to exercise his/her/its voting rights at the Meetings may:
 - (where the Stapled Security Holder is an individual) vote "live" via electronic means at the Meetings or (whether the Stapled Security Holder is an individual or a corporate) appoint a proxy/proxies (other than the Chairman of the Meetings) to vote "live" via electronic means at the Meetings on his/her/its behalf; or
 - (whether the Stapled Security Holder is an individual or a corporate) appoint the Chairman of the Meetings as his/her/its proxy to vote on his/her/its behalf at the Meetings.

The Proxy Form for the Meetings may be accessed at CDLHT's website at <https://investor.cdlht.com/agm-egm.html>, and will also be made available at the SGX website at <https://www.sgx.com/securities/company-announcements>.

Where a Stapled Security Holder (whether individual or 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.

NOTICE OF ANNUAL GENERAL MEETINGS

4. (a) A Stapled Security Holder who is not a relevant intermediary (as defined below) is entitled to appoint not more than two proxies. Where such Stapled Security Holder's proxy form appoints more than one proxy, the proportion of the stapled security holding concerned to be represented by each proxy shall be specified in the proxy form.
- (b) A Stapled Security Holder who is a relevant intermediary is entitled to appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different stapled security or stapled securities held by such Stapled Security Holder. Where such Stapled Security Holder's proxy form appoints more than two proxies, the number and class of stapled securities in relation to which each proxy has been appointed shall be specified in the proxy form.

"relevant intermediary" means:

- (i) a banking corporation licensed under the Banking Act 1970 of Singapore, or a wholly owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds Stapled Securities in that capacity;
- (ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore, and who holds Stapled Securities in that capacity; or
- (iii) the Central Provident Fund Board ("**CPF Board**") established by the Central Provident Fund Act 1953 of Singapore, in respect of Stapled Securities purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those Stapled Securities in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

5. A proxy need not be a Stapled Security Holder.
6. The proxy form must be submitted to the H-REIT Manager and HBT Trustee-Manager in the following manner:
 - (a) if submitted by post, be deposited at the office of the Stapled Security Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
 - (b) if submitted electronically, via email to the Stapled Security Registrar at CDLHT@boardroomlimited.com or via the pre-registration website at <https://conveneagm.sg/cdlhtagm2023>,

in either case, by 9.30 a.m. on 19 April 2023, being not less than 48 hours before the time for holding the Meetings. A Stapled Security Holder who wishes to submit a form of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above or via the pre-registration website provided above.

7. **CPFIS members and SRS investors:**
 - (a) may vote "live" via electronic means at the Meetings 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 Meetings 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 11 April 2023.
8. The Annual Report for the financial year ended 31 December 2022 and the Audited Financial Statements of the HBT Trustee-Manager may be accessed at CDLHT's website at <https://investor.cdlht.com/ar.html> and will also be made available on the SGX website at <https://www.sgx.com/securities/company-announcements>. Stapled Security Holders may request for printed copies of these documents by completing and submitting their request(s) through the online Request Form at <https://investor.cdlht.com/ar2022-request-form> **by 5 April 2023**.

NOTICE OF ANNUAL GENERAL MEETINGS

Explanatory Note on Ordinary Resolution 3:

The Ordinary Resolution 3 above, if passed, will empower the H-REIT Manager and the HBT Trustee-Manager from the date of the Meetings until the date of the next Annual General Meetings of H-REIT and HBT, to issue Stapled Securities and to make or grant Instruments (such as securities, warrants or debentures) convertible into Stapled Securities and issue Stapled Securities pursuant to such Instruments, up to a number not exceeding 50% of the total number of issued Stapled Securities (excluding treasury H-REIT Units and treasury HBT Units, if any) of which up to 20% of the total number of issued Stapled Securities (excluding treasury H-REIT Units and treasury HBT Units, if any) may be issued other than on a *pro rata* basis to Stapled Security Holders.

The Ordinary Resolution 3 above, if passed, will also empower the H-REIT Manager and the HBT Trustee-Manager from the date of the Meetings until the date of the next Annual General Meetings of H-REIT and HBT, to issue Stapled Securities as either full or partial payment of fees which the H-REIT Manager and the HBT Trustee-Manager are entitled to receive for their own accounts pursuant to the H-REIT Trust Deed and the HBT Trust Deed respectively.

For determining the aggregate number of Stapled Securities that may be issued, the percentage of issued Stapled Securities will be calculated based on the issued Stapled Securities at the time the Ordinary Resolution 3 above is passed, after adjusting for new Stapled Securities arising from the conversion or exercise of any Instruments which are outstanding at the time this Resolution is passed and any subsequent bonus issue, consolidation or subdivision of Stapled Securities.

Fund raising by issuance of new Stapled Securities may be required in instances of property acquisitions or debt repayments. In any event, if the approval of Stapled Security Holders is required under the Listing Manual of SGX-ST and the H-REIT Trust Deed and the HBT Trust Deed or any applicable laws and regulations in such instances, the H-REIT Manager and the HBT Trustee-Manager will then obtain the approval of Stapled Security Holders accordingly.

PERSONAL DATA PRIVACY:

By (i) submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Meetings and/or any adjournment thereof, or (ii) submitting details for the registration to observe the proceedings of the Meetings via a 'live' audio-visual webcast or a 'live' audio-only streaming or (iii) submitting any questions prior to the Meetings in accordance with this Notice, a Stapled Security Holder consents to the collection, use and disclosure of the Stapled Security Holder's personal data by the H-REIT Manager and the HBT Trustee-Manager (or their agents or service providers) for the following purposes:

- (a) processing and administration by the H-REIT Manager and the HBT Trustee-Manager (or their agents or service providers) of proxies and representatives appointed for the Meetings (including any adjournment thereof);
- (b) processing of the registration for purpose of granting access to Stapled Security Holders (or their corporate representatives in the case of Stapled Security Holders which are legal entities) to observe the proceedings of the Meetings and providing them with any technical assistance where necessary;
- (c) addressing relevant and substantial questions from Stapled Security Holders received before the Meetings and if necessary, following up with the relevant Stapled Security Holders in relation to such questions; and
- (d) enabling the H-REIT Manager and the HBT Trustee-Manager (or their agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities.

CDL HOSPITALITY TRUSTS

A stapled group comprising:

CDL HOSPITALITY REAL ESTATE INVESTMENT TRUST

(a real estate investment trust constituted on 8 June 2006 under the laws of the Republic of Singapore)

CDL HOSPITALITY BUSINESS TRUST

(a business trust constituted on 12 June 2006 under the laws of the Republic of Singapore)

PROXY FORM ANNUAL GENERAL MEETINGS

IMPORTANT

- The Annual General Meetings (the "Meetings") are being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of the Notice of Meetings will not be sent to Stapled Security Holders, instead, the Notice of Meetings will be made available to Stapled Security Holders by electronic means via publication on CDL Hospitality Trusts' ("CDLHT") website at <https://investor.cdlt.com/agm-egm.html> as well as on the SGX website at <https://www.sgx.com/securities/company-announcements>.
- A Stapled Security Holder who wishes to exercise his/her/its voting rights at the Meetings may:
 - (where the Stapled Security Holder is an individual) vote "live" via electronic means at the Meetings, or (whether the Stapled Security Holder is an individual or a corporate) appoint a proxy/proxies (other than the Chairman of the Meetings) to vote "live" via electronic means at the Meetings on his/her/its behalf; or
 - (whether such Stapled Security Holder is an individual or a corporate) appoint the Chairman of the Meetings as his/her/its proxy to vote on his/her/its behalf at the Meetings.
- Please read the notes overleaf which contain instructions on, *inter alia*, the appointment 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 members and SRS investors. CPFIS members and SRS investors (a) may vote "live" via electronic means at the Meetings 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 Meetings as proxy to vote on their behalf at the Meetings, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 11 April 2023.
- By submitting a form appointing a proxy/proxies, the Stapled Security Holder accepts and agrees to the personal data privacy terms set out in the Notice of Meetings dated 23 March 2023.

I/We _____

with NRIC/Passport/Company Registration No. _____

of _____ (Address)
being a holder/s of units in CDL Hospitality Real Estate Investment Trust ("H-REIT") and CDL Hospitality Business Trust ("HBT")
(collectively, "Stapled Securities"), hereby appoint:

Name	Email Address ⁽¹⁾	NRIC / Passport Number	Proportion of Stapled Security Holdings	
			Number	%

and/or (delete as appropriate)

Name	Email Address ⁽¹⁾	NRIC / Passport Number	Proportion of Stapled Security Holdings	
			Number	%

or, failing him/them, the Chairman of the Meetings as my/our proxy/proxies to attend, speak and vote for me/us on my/our behalf at the Annual General Meetings of H-REIT and HBT to be convened and held by way of electronic means on Friday, 21 April 2023 at 9.30 a.m. and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against or abstain from voting on the resolutions to be proposed at the Meetings 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.	Resolution	No. of votes For ⁽²⁾	No. of votes Against ⁽²⁾	No. of votes Abstain ⁽³⁾
ORDINARY BUSINESS				
1.	Adoption of the HBT Trustee-Manager's Report, the Statement by the Chief Executive Officer of the HBT Trustee-Manager, the H-REIT Trustee's Report, the H-REIT Manager's Report and the Audited Financial Statements of HBT, H-REIT and CDL Hospitality Trusts for the year ended 31 December 2022 and the Auditors' Report thereon.			
2.	Re-appointment of KPMG LLP as the Independent Auditors and authorisation of the H-REIT Manager and the HBT Trustee-Manager to fix their remuneration.			
SPECIAL BUSINESS				
3.	Authority to issue Stapled Securities and to make or grant convertible instruments.			

Dated this _____ day of _____ 2023

Total number of Stapled Securities held

Signature(s) of Stapled Security Holder(s) or
Common Seal of Corporate Stapled Security Holder(s)

IMPORTANT: PLEASE READ THE NOTES TO PROXY FORM OVERLEAF

- Compulsory for registration purposes. Only email address provided in the submitted proxy form will receive an email to pre-register for the Meetings.
- Voting on all resolutions will be conducted by poll. If you wish your proxy/proxies to cast all your votes "For" or "Against", please indicate with an 'X' within the "For" or "Against" box provided in respect of that resolution. Alternatively, please indicate the number of votes "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 indicate with an 'X' within the "Abstain" box provided in respect of that resolution.

Notes:

1. Please insert the total number of Stapled Securities held by you. If you have Stapled Securities entered against your name in the Depository Register (maintained by The Central Depository (Pte) Limited), you should insert that number of Stapled Securities. If you have Stapled Securities registered in your name in the Register of Stapled Security Holders of CDLHT, you should insert that number of Stapled Securities. If you have Stapled Securities entered against your name in the said Depository Register and registered in your name in the Register of Stapled Security Holders of CDLHT, you should insert the aggregate number of Stapled Securities. If no number is inserted, this form of proxy will be deemed to relate to all the Stapled Securities held by you.
2. A Stapled Security Holder who wishes to exercise his/her/its voting rights at the Meetings may (a) (where the Stapled Security Holder is an individual) vote "live" via electronic means at the Meetings, or (whether the Stapled Security Holder is an individual or a corporate) appoint a proxy/proxies (other than the Chairman of the Meetings) to vote "live" via electronic means at the Meetings on his/her/its behalf; or (b) (whether the Stapled Security Holder is an individual or a corporate) appoint the Chairman of the Meetings as his/her/its proxy to vote on his/her/its behalf at the Meetings. Where a Stapled Security Holder (whether individual or corporate) appoints a proxy/proxies, he/she/it should give specific instructions as to the voting, or abstentions from voting, in respect of each resolution. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/her/their discretion.
3. (a) A Stapled Security Holder who is not a relevant intermediary is entitled to appoint not more than two proxies. Where such Stapled Security Holder's proxy form appoints more than one proxy, the proportion of the stapled security holding concerned to be represented by each proxy shall be specified in the proxy form.
(b) A Stapled Security Holder who is a relevant intermediary is entitled to appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different stapled security or stapled securities held by such Stapled Security Holder. Where such Stapled Security Holder's proxy form appoints more than two proxies, the number and class of stapled securities in relation to which each proxy has been appointed shall be specified in the proxy form.

"relevant intermediary" means:

- (i) a banking corporation licensed under the Banking Act 1970 of Singapore, or a wholly owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds Stapled Securities in that capacity;
- (ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore, and who holds Stapled Securities in that capacity; or
- (iii) the Central Provident Fund Board ("CPF Board") established by the Central Provident Fund Act 1953 of Singapore, in respect of Stapled Securities purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those Stapled Securities in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

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4. A proxy need not be a Stapled Security Holder.
5. The proxy form must be submitted to the H-REIT Manager and HBT Trustee-Manager in the following manner:
 - (i) if submitted by post, be deposited at the office of the Stapled Security Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
 - (ii) if submitted electronically, via email to the Stapled Security Registrar at CDLHT@boardroomlimited.com or via the pre-registration website at <https://convneagm.sg/cdlhtagm2023>,
in either case, by 9.30 a.m. on 19 April 2023, being not less than 48 hours before the time for holding the Meetings. A Stapled Security Holder who wishes to submit a form of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above or via the pre-registration website provided above.
6. Completion and return of this proxy form shall not preclude a stapled security holder from attending and voting at the Meetings. A Stapled Security Holder who accesses the "live" webcast of the Meetings 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 terminate the proxy/s/proxies' access to the Meetings.
7. The form of proxy appointing the Chairman of the Meetings as proxy must be signed by the appointor or his/her attorney duly authorized in writing. Where the proxy form is executed by a corporation, it must be executed either under its seal or signed by a director or an officer or an attorney duly authorised.
8. The H-REIT Manager and the HBT Trustee-Manager shall be entitled to reject a proxy form which is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the form of proxy (including any related attachment). In addition, in the case of a Stapled Security Holder whose stapled securities entered into the Depository Register, the H-REIT Manager and the HBT Trustee-Manager may reject any form of proxy lodged if the Stapled Security Holder, being the appointor, is not shown to have Stapled Securities entered against his/her name in the Depository Register as at 48 hours before the time appointed for holding the Meetings, as certified by The Central Depository (Pte) Limited to the H-REIT Manager and the HBT Trustee-Manager.

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CDL Hospitality Trusts
(a Stapled Group comprising CDL Hospitality Real Estate Investment Trust
and CDL Hospitality Business Trust)

C/O The Stapled Security Registrar
Boardroom Corporate & Advisory Services Pte. Ltd.
1 Harbourfront Avenue
#14-07 Keppel Bay Tower
Singapore 098632



CDL HOSPITALITY TRUSTS
A stapled group comprising:

CDL HOSPITALITY REAL ESTATE INVESTMENT TRUST

(a real estate investment trust constituted on 8 June 2006 under the laws of the Republic of Singapore)

CDL HOSPITALITY BUSINESS TRUST

(a business trust constituted on 12 June 2006 under the laws of the Republic of Singapore)

ANNUAL GENERAL MEETINGS TO BE HELD ON 21 APRIL 2023

1. **Background.** M&C REIT Management Limited, as manager of CDL Hospitality Real Estate Investment Trust (“**H-REIT**”, and the manager of H-REIT, the “**H-REIT Manager**”), and M&C Business Trust Management Limited, as trustee-manager of CDL Hospitality Business Trust (“**HBT**”, and the trustee-manager of HBT, the “**HBT Trustee-Manager**”, and together with the H-REIT Manager, the “**Managers**”, and H-REIT and HBT together, CDL Hospitality Trusts “**CDLHT**”) refer to:
 - (a) the Notice of Annual General Meetings dated 23 March 2023, which is published on CDLHT’s website at <https://investor.cdlht.com/agm-egm.html> and on SGXNet (“**Notice of AGMs**”);
 - (b) the COVID-19 (Temporary Measures) Act 2020 which enables the Minister for Law by order to prescribe alternative arrangements for listed companies in Singapore to, *inter alia*, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means;
 - (c) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the “**Order**”)¹, which sets out the alternative arrangements in respect of, *inter alia*, general meetings of business trusts and unit trusts;
 - (d) the Joint Statement by the Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation of 13 April 2020 (and subsequently updated on 27 April 2020, 22 June 2020, 1 October 2020 and 4 February 2022), read together with the FAQs on “The Holding of General Meetings” dated 23 May 2022 issued by Singapore Exchange Regulation, which provides guidance on the conduct of general meetings amid the evolving COVID-19 situation; and
 - (e) the regulator’s column by Singapore Exchange Regulation of 16 December 2021 which provides guidance for the conduct of general meetings, which takes effect for any notice of general meeting served after 1 January 2022.
2. **Date, time and conduct of AGMs.** The Managers are pleased to announce that pursuant to the Order, the Annual General Meetings (“**AGMs**” or “**Meetings**”) will be convened and held by way of electronic means, on **Friday, 21 April 2023 at 9.30 a.m.**
3. **Notice of AGMs and proxy form.** Printed copies of the Notice of AGMs and proxy form will not be sent to stapled security holders of CDLHT (the “**Stapled Security Holders**”), instead, the Notice of AGMs and proxy form will be made available by electronic means via publication on CDLHT’s website at <https://investor.cdlht.com/agm-egm.html> as well as on the SGX website at <https://www.sgx.com/securities/company-announcements>.
4. **No personal attendance at AGMs.** Stapled Security Holders will not be able to attend the AGMs in person. The AGMs will be conducted virtually. To facilitate engagement with Stapled Security Holders, CDLHT will implement real-time remote electronic voting (live voting) and real-time electronic communications (live Q&A) at the AGMs.

¹ As announced by the Ministry of Law on 15 December 2022, the Order will cease with effect from 1 July 2023.

5. **Alternative arrangements for participation at the AGMs.** Stapled Security Holders may participate at the AGMs by:
- (a) observing and/or listening to the AGMs proceedings via “live” audio-visual webcast or “live” audio-only stream; and/or
 - (b) submitting questions to the Chairman of the Meetings in advance of, or “live” at, the AGMs; and/or
 - (c) voting at the AGMs (i) “live” via electronic means by the Stapled Security Holders themselves or their duly appointed proxy/proxies (other than the Chairman of the Meetings)²; or (ii) by appointing the Chairman of the Meetings as proxy to vote on their behalf.

Details of the steps for pre-registration, submission of questions and voting at the AGMs by Stapled Security Holders, including CPFIS members and SRS investors, are set out in the **Appendix** to this announcement.

In particular, CPFIS members and SRS investors should note that they (i) may vote “live” via electronic means at the AGMs 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 (ii) may appoint the Chairman of the Meetings as proxy to vote on their behalf at the AGMs, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 11 April 2023.

6. **Persons who hold units in H-REIT and HBT (collectively, “Stapled Securities”), through relevant intermediaries.** Persons who hold Stapled Securities through relevant intermediaries (as defined below), other than CPFIS members and SRS investors, and who wish to participate in the AGMs, should (if the relevant intermediary has not already contacted them) contact the relevant intermediary through which they hold such Stapled Securities as soon as possible in order for the necessary arrangements to be made for their participation in the AGMs.

“**relevant intermediary**” means:

- (i) a banking corporation licensed under the Banking Act 1970 of Singapore, or a wholly owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds Stapled Securities in that capacity;
 - (ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore, and who holds Stapled Securities in that capacity; or
 - (iii) the Central Provident Fund Board (“**CPF Board**”) established by the Central Provident Fund Act 1953 of Singapore, in respect of Stapled Securities purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those Stapled Securities in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
7. **Annual Report 2022 and Audited Financial Statements of the HBT Trustee-Manager (“MBTM FS”).** The Annual Report 2022 and MBTM FS have been published and may be accessed at CDLHT’s website at <https://investor.cdlht.com/ar.html>.

The above documents may also be accessed on the SGX website at <https://www.sgx.com/securities/company-announcements>. Stapled Security Holders may request for printed copies of these documents by completing and submitting their request(s) through the online Request Form at <https://investor.cdlht.com/ar2022-request-form> by **5 April 2023**.

In line with CDLHT’s environmental sustainability objectives, only limited copies of the Annual Report and MBTM FS will be printed and the availability will be on a first-come-first-served basis.

² For the avoidance of doubt, CPFIS members and SRS investors will not be able to appoint third party proxy/proxies (i.e., persons other than the Chairman of the Meetings) to vote “live” at the AGMs on their behalf.

8. **Key dates/deadlines.** In summary, the key dates/deadlines which Stapled Security Holders should take note of are set out in the table below:

Key dates	Actions
From 9.30 a.m. on 23 March 2023 (Thursday)	Stapled Security Holders and, where applicable, their appointed proxy/proxies, may begin to pre-register at https://conveneagm.sg/cdlhtagm2023 for “live” audio-visual webcast or “live” audio-only stream of the AGMs proceedings.
5.00 p.m. on 10 April 2023 (Monday)	Deadline for Stapled Security Holders to submit questions to be raised at the AGMs in advance.
5.00 p.m. on 11 April 2023 (Tuesday)	Deadline for CPFIS members or SRS investors who wish to appoint the Chairman of the Meetings as their proxy to vote on their behalf at the AGMs, must approach their respective CPFIS Agent Banks or SRS Operators to submit their votes.
9.30 a.m. on 19 April 2023 (Wednesday)	<p>Deadline for Stapled Security Holders to:</p> <ul style="list-style-type: none"> • submit proxy forms; • pre-register for “live” audio-visual webcast or “live” audio-only stream of the AGMs proceedings. <p>Stapled Security Holders who wish to appoint third party proxy/proxies (other than the Chairman of the Meetings) are encouraged to submit their proxy forms early, and should inform their proxy/proxies to pre-register for the “live” audio-visual webcast / “live” audio-only stream of the AGMs proceedings by this deadline.</p>
By 3.00 p.m. on 20 April 2023 (Thursday)	<p>Authenticated Stapled Security Holders (including CPFIS members and SRS investors) or, where applicable, their appointed proxy/proxies, who have pre-registered via the pre-registration website will receive a confirmation email and will be able to access the “live” audio-visual webcast and the “live” audio-only stream of the AGMs proceedings (the “Confirmation Email”)</p> <p>Stapled Security Holders (including CPFIS members and SRS investors) or, where applicable, their appointed proxy/proxies, who do not receive the Confirmation Email by 3.00 p.m. on 20 April 2023, but have registered by the 19 April 2023 deadline, should contact the Stapled Security Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at CDLHT@boardroomlimited.com, or alternatively at +65 6536 5355 (between 3.00 p.m. to 5.30 p.m. on 20 April 2023 and between 8.30 a.m. to 9.30 a.m. on 21 April 2023).</p>
Time and date of AGMs 9.30 a.m. on 21 April 2023 (Friday)	<p>Use the login credentials created during pre-registration to access the “live” audio-visual webcast or “live” audio-only stream of the AGMs proceedings.</p> <p>Stapled Security Holders (including CPFIS members and SRS investors) or, where applicable, their appointed proxy/proxies must access the AGMs proceedings via the “live” audio-visual webcast or “live” audio-only stream in order to ask questions “live” at the AGMs.</p>

9. **Further information.** For more information, Stapled Security Holders can email us at agm2023@cdlht.com.

BY ORDER OF THE BOARD

M&C REIT Management Limited
(as manager of CDL Hospitality Real Estate
Investment Trust)

Enid Ling Peek Fong
Soo Lai Sun
Company Secretaries

Singapore

23 March 2023

BY ORDER OF THE BOARD

M&C Business Trust Management Limited
(as trustee-manager of CDL Hospitality
Business Trust)

Enid Ling Peek Fong
Soo Lai Sun
Company Secretaries

Singapore

23 March 2023

APPENDIX

Steps for pre-registration, submission of questions and voting at the AGMs

Stapled Security Holders will be able to observe and/or listen to the AGMs proceedings through a “live” audio-visual webcast or “live” audio-only stream via their mobile phones, tablets or computers, submit questions in advance of, or “live” at, the AGMs and vote at the AGMs (i) “live” via electronic means by the Stapled Security Holders themselves or their duly appointed proxy/proxies (other than the Chairman of the Meetings)³; or (ii) by appointing the Chairman of the Meetings as proxy to vote on their behalf.

To do so, Stapled Security Holders will need to complete the following steps:

No.	Steps	Details
1.	Pre-registration	<p>Stapled Security Holders (including CPFIS members and SRS investors) or, where applicable, their appointed proxy/proxies must pre-register at the pre-registration website at https://conveneagm.sg/cdlhtagm2023 from 9.30 a.m. on 23 March 2023 till 9.30 a.m. on 19 April 2023, to enable the Managers to verify their status as Stapled Security Holders or the appointed proxy/proxies.</p> <p>Following the verification of the status of Stapled Security Holders (including CPFIS members and SRS investors) or, where applicable, their appointed proxy/proxies, who have pre-registered will received a Confirmation Email by 3.00 pm on 20 April 2023.</p> <p>Stapled Security Holders (including CPFIS members and SRS investors) or, where applicable, their appointed proxy/proxies, who do not receive the Confirmation Email by 3.00 p.m. on 20 April 2023, but have registered by the 19 April 2023 deadline, should contact the Stapled Security Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at CDLHT@boardroomlimited.com, or alternatively at +65 6536 5355 (between 3.00 p.m. to 5.30 p.m. on 20 April 2023 and between 8.30 a.m. to 9.30 a.m. on 21 April 2023).</p> <p>Persons who hold Stapled Securities through relevant intermediaries (other than CPFIS members and SRS investors) will not be able to pre-register for the “live” audio-visual webcast or the “live” audio-only stream of the AGMs proceedings. If they wish to participate in the AGMs, they should approach the relevant intermediary through which they hold such Stapled Securities as soon as possible in order for the necessary arrangements to be made for their participation in the AGMs.</p>
2.	Submit questions in advance of, or “live” at the AGMs	<p>Submission of substantial and relevant questions in advance. Stapled Security Holders (including CPFIS members and SRS investors) can submit substantial and relevant questions related to the resolutions to be tabled for approval at the AGMs to the Chairman of the Meetings, in advance of the AGMs, in the following manner:</p> <p>(a) via pre-registration website. Stapled Security Holders who pre-register for the AGMs may submit their questions via the pre-registration website which is accessible at https://conveneagm.sg/cdlhtagm2023;</p> <p>(b) via email. Stapled Security Holders may submit their questions via email to agm2023@cdlht.com; or</p> <p>(c) by post. Stapled Security Holders may also submit their questions by post to CDL Hospitality Trusts, 390 Havelock Road, #02-06 King’s Centre, Singapore 169662.</p>

³ See footnote 2 above.

No.	Steps	Details
		<p>When sending in questions, Stapled Security Holders should provide the following details:</p> <ul style="list-style-type: none"> • their full name as it appears on CDP/SRS records; • their NRIC/Passport Number; • their address; • number of Stapled Securities held; and • the manner in which the Stapled Securities are held (e.g., via CDP, CPF or SRS, and/or scrip based). <p>Deadline to submit questions in advance of the AGMs. All questions must reach the Managers by 5.00 p.m. on 10 April 2023.</p> <p>Pre-register to ask substantial and relevant questions “live” at the AGMs. Stapled Security Holders (including CPFIS members and SRS investors) or, where applicable, their appointed proxy/proxies, can also ask the Chairman of the Meetings substantial and relevant questions related to the resolutions to be tabled for approval at the AGMs, “live” at the AGMs, by typing in and submitting their questions through the “Ask a question” function via the audio-visual webcast and audio-only stream platform.</p> <p>Stapled Security Holders (including CPFIS members and SRS investors) or, where applicable, their appointed proxy/proxies who wish to ask questions “live” at the AGMs must first pre-register at the pre-registration website at https://conveneagm.sg/cdlhtagm2023.</p> <p>Addressing questions in advance of the AGMs. The Managers will address substantial and relevant questions (which are related to the Annual Report and other agenda items set out in the Notice of AGMs) received from Stapled Security Holders in advance of the AGMs by publishing the Managers’ responses to such questions on CDLHT’s website at https://investor.cdlht.com/agm-egm.html and on SGX website at https://www.sgx.com/securities/company-announcements before trading hours on 17 April 2023.</p> <p>Addressing questions during the AGMs. The Managers will, during the AGMs, also endeavour to address as many substantial and relevant questions (which are related to the Annual Report and other agenda items set out in the Notice of AGMs) which have not already been addressed prior to the AGMs, as well as those received “live” at the AGMs, as possible. Where similar questions are received, the Managers will consolidate such questions.</p> <p>Minutes of AGMs. The Managers will publish the minutes of the AGMs on CDLHT’s website and on SGXNet.</p>
3.	Voting at the AGMs	<p>Exercise of voting rights at AGMs. Stapled Security Holders who wish to exercise their voting rights at the AGMs may:</p> <p>(a) (where such Stapled Security Holders are individuals) vote “live” via electronic means at the AGMs or (whether such Stapled Security Holders are individuals or corporates) appoint a proxy/proxies (other than the Chairman of the Meetings) to vote “live” via electronic means at the AGMs on their behalf; or</p> <p>(b) (whether such Stapled Security Holders are individuals or corporates) appoint the Chairman of the Meetings as their proxy to vote on their behalf at the AGMs.</p> <p>Stapled Security Holders who wish to appoint a proxy/proxies must submit a proxy form(s) in accordance with the instructions on the proxy form.</p>

No.	Steps	Details
		<p>Pre-register to vote “live” at the AGMs. Stapled Security Holders (including CPFIS members and SRS investors) or, where applicable, their appointed proxy/proxies, who wish to vote “live” via electronic means at the AGM must first pre-register at the pre-registration website at https://conveneagm.sg/cdlhtagm2023.</p> <p>Specific voting instructions should be given. Where Stapled Security Holders (whether individual or 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. Stapled Security Holders who wish to submit a proxy form(s) must first do so in the following manner:</p> <p>(a) if submitted by post, the proxy form must be received at the office of the Stapled Security Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or</p> <p>(b) if submitted electronically,</p> <p>(i) via email to the Stapled Security Registrar at CDLHT@boardroomlimited.com; or</p> <p>(ii) via the pre-registration website at https://conveneagm.sg/cdlhtagm2023,</p> <p>in either case, by 9.30 a.m. on 19 April 2023.</p> <p>A Stapled Security Holders who wishes to submit a proxy form by post or via email can download the proxy form at https://investor.cdlht.com/agm-egm.html, and thereafter 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.</p> <p>Appointed proxy/proxies (other than the Chairman of the Meetings) will be prompted via email (within 2 business days after the Managers’ receipt of a validly completed and submitted proxy form) to pre-register at the pre-registration website at https://conveneagm.sg/cdlhtagm2023 in order to access the “live” audio-visual webcast/“live” audio-only stream of the AGMs proceedings. Stapled Security Holders 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 9.30 a.m. on 19 April 2023.</p> <p>CPFIS members and SRS investors. CPFIS members and SRS investors may:</p> <p>(a) vote “live” via electronic means at the AGMs 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 Meetings as proxy to vote on their behalf at the AGMs, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 11 April 2023.</p>