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China Merchants Commercial Real Estate Investment Trust

(a Hong Kong collective investment scheme authorized under section 104 of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong))
(Stock Code: 01503)

Managed by
China Merchants Land Asset Management Co., Limited

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the unitholders (the “**Unitholders**”) of CMC Real Estate Investment Trust (“**CMC REIT**”) will be held at Small Connaught Room, Mandarin Oriental, 5 Connaught Road, Central, Hong Kong on 30 June 2022 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the resolutions below.

Words and expressions that are not expressly defined in this notice of extraordinary general meeting shall bear the same meaning as that defined in the unitholder circular dated 14 June 2022 (the “**Circular**”).

ORDINARY RESOLUTIONS

1. “**THAT** approval (where relevant, shall include approval by way of ratification) be and is hereby given for the Transaction Matters Requiring Approval, being:
 - (a) the Acquisition and the transactions contemplated under the Sale and Purchase Deed (including the Indebtedness to Vendor Group) as more fully described in the Circular and on the terms and conditions set out in the Sale and Purchase Deed; and
 - (b) the execution of the Shareholders’ Agreement and the transactions contemplated thereunder as more fully described in the Circular and on the terms and conditions set out in the Shareholders’ Agreement,

in each case, as more fully set out in the Circular.

AND THAT authorisation be granted to the Manager, any director of the Manager, the Purchaser and any authorised signatory of the Purchaser to complete and to do all such acts and things (including executing all such documents as may be required) as the Manager, such director of the Manager, the Purchaser or such authorised signatory of the Purchaser, as the case may be, may consider expedient or necessary or in the interest of CMC REIT to give effect to all matters in relation to the Transaction Matters Requiring Approval generally.”

2. “**THAT**, conditional upon Ordinary Resolution no. 1 being passed:
- (a) the Amended and Restated Operations and Property Management Framework Agreement, the Operations and Property Management Transactions under the Amended and Restated Operations and Property Management Framework Agreement and the proposed annual caps applicable thereto for the three years ending 31 December 2022, 2023 and 2024, be and are hereby approved, confirmed and ratified; and
 - (b) the Manager, any Director, the Trustee and any authorised signatory of the Trustee be and are hereby severally authorised to complete and do all such acts and things (including executing the Amended and Restated Operations and Property Management Framework Agreement and all such documents as may be required) as the Manager, such Director, the Trustee and/or such authorised signatory of the Trustee, as the case may be, may consider desirable, expedient or necessary or in the interest of CMC REIT to implement or give effect to all matters contemplated and/or authorised in paragraph (a) of this resolution.”

By order of the board of Directors of
China Merchants Land Asset Management Co., Limited
(as manager of CMC Real Estate Investment Trust)
Huang Junlong
Chairman of the Manager

Hong Kong, 14 June 2022

Registered Office:

Room 2603 to 2606, 26/F, China Merchants Tower, Shun Tak Centre
Nos. 168-200 Connaught Road Central
Hong Kong

Notes:

- (i) A Unitholder is entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and, on a poll, vote in his/her stead. The person appointed to act as a proxy need not be a Unitholder.
- (ii) In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the registered office of the Unit Registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof. Completion and return of the proxy will not preclude you from attending and voting in person should you so wish. In the event that you attend the meeting or adjourned meeting (as the case may be) after having lodged a form of proxy, the form of proxy will be deemed to have been revoked.
- (iii) Where there are joint registered Unitholders of a unit, any one of such Unitholders may vote at the meeting either personally or by proxy in respect of such unit as if he/she were solely entitled thereto, but if more than one of such Unitholders is present at the meeting personally or by proxy, that one of such Unitholders so present whose name stands first on the Register of Unitholders in respect of such unit shall alone be entitled to vote in respect thereof.

- (iv) In order to determine which Unitholders will qualify to attend and vote at the EGM, the Register of Unitholders will be closed from 27 June 2022 to 30 June 2022, both days inclusive, during which period no transfer of units will be registered. For those Unitholders who are not on the Register of Unitholders, in order to be qualified to attend and vote at the EGM, all unit certificates accompanied by the duly completed transfer forms must be lodged with the unit registrar of CMC REIT in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on 24 June 2022.
- (v) **In order to safeguard the health and safety of Unitholders and other attendees and to minimise the risk of spreading of COVID-19, the Manager will implement the following precautionary measures for the EGM (or any adjournment thereof):**
- (a) **compulsory body temperature screening/check at the entrance of the EGM venue;**
 - (b) **compulsory wearing of face masks at all times;**
 - (c) **scanning of the "LeaveHomeSafe" venue QR code;**
 - (d) **complying with the requirements of the "Vaccine Pass Direction"[#] ;**
 - (e) **maintaining a safe distance between seats to ensure social distancing;**
 - (f) **no refreshments or drinks will be served; and**
 - (g) **no souvenirs will be provided.**

[#] "Vaccine Pass Direction" is defined under the Prevention and Control of Disease (Vaccine Pass) Regulation (Cap. 599L of the Laws of Hong Kong)

The Manager reserves the right to deny entry into the EGM venue if any person (i) refuses to comply with any of the precautionary measures referred to in (a) to (g) above; (ii) has a body temperature of over 37.4 degree Celsius; or (iii) is subject to health quarantine prescribed by the Government of Hong Kong or has close contact with any person under quarantine.

- (vi) **IMPORTANT REMINDER: Subject to the development of COVID-19, the Manager may be required to change the EGM arrangements at short notice and may issue further announcement as appropriate. Unitholders are advised to check CMC REIT's website (<https://www.cmcreit.com/>) for any update of latest arrangement of the EGM.**

As at the date of this notice, the Board comprises:

Non-executive Directors: *Huang Junlong (Chairman), Yu Zhiliang and Liu Ning*

Executive Director: *Guo Jin*

Independent Non-executive Directors: *Lin Hua, Lin Chen and Wong Yuan Chin, Tzena*