

The Securities and Futures Commission of Hong Kong, Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents in this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents in this notice.



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 (the “**EGM**”) of the unitholders (the “**Unitholders**”) of China Merchants Commercial Real Estate Investment Trust (“**CMC REIT**”) will be held at JW Marriott Ballroom (Salon 1-3), Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 29 December 2021 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, 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 10 December 2021 (the “**Circular**”).

ORDINARY RESOLUTIONS

1. Ordinary Resolution No. 1:

“**THAT:**

- (a) the CM Leasing Framework Agreement, the CM Tenancies under the CM Leasing 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 CM Leasing 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.”

2. Ordinary Resolution No. 2:

“THAT:

- (a) the Operations and Property Management Framework Agreement, the Operations and Property Management Transactions under the 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 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 China Merchants Commercial Real Estate
Investment Trust)
Mr. HUANG Junlong
Chairman of the Manager

Hong Kong, 10 December 2021

Notes:

1. A unitholder entitled to attend and vote at the EGM (or at any adjournment thereof) is entitled to appoint no more than two proxies to attend in its/his/her stead. Any unitholder being a corporation may by resolution of its directors (or other governing body) authorize any person to act as its representative at any meeting of unitholders and a person so authorized shall at such meeting be entitled to exercise the same powers on behalf of the corporation as the corporation could exercise as if it were an individual unitholder. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under the common seal, or under the hand of an officer or attorney so authorized in accordance with its constitutional documents. The person appointed to act as proxy or corporate representative need not be a unitholder.
2. In order to be valid, an instrument of proxy and any power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney or authority, must be deposited at CMC REIT’s Unit Registrar, Tricor Investor Services Limited of Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and, in such event, the form of proxy shall be deemed to be revoked.

3. Where there are joint registered unitholders of a unit, the vote of the senior who tenders a vote (whether in person or by proxy) shall be accepted to the exclusion of the votes of the other joint registered unitholders and for this purpose, seniority shall be determined by the order in which the name stands in the register of unitholders in respect of such unit.
4. The register of unitholders of CMC REIT will be closed from Thursday, 23 December 2021 to Wednesday, 29 December 2021, both days inclusive, during which period no transfer of units will be effected. In order to qualify for attending and voting (as the case may be) at the EGM, all unit certificates with completed transfer forms must be lodged with CMC REIT's Unit Registrar, Tricor Investor Services Limited of Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Wednesday, 22 December 2021.
5. To safeguard the health and safety of Unitholders and to prevent the spreading of COVID-19, the Manager will implement the following precautionary measures at the EGM:
 - (i) seating at the EGM will be arranged so as to reduce interaction between participants. As a result, there will be limited capacity for Unitholders to attend the EGM;
 - (ii) compulsory temperature screening/checks;
 - (iii) every Unitholder or proxy is required to: (i) fill in a health declaration form at the reception; and (ii) bring and wear surgical face masks before they are permitted to enter the venue, and at all times during their attendance of the EGM. No surgical face masks will be provided at the venue. Any person who refuses to follow the aforesaid requirements will not be admitted to the venue; and
 - (iv) no food and beverage will be served.

To the extent permitted under law, the Manager reserves the right to deny entry into the EGM venue or require any person to leave the EGM venue in order to ensure the safety of the attendees at the EGM.

Due to the constantly evolving COVID-19 situation in Hong Kong, the unitholders are urged to check the respective websites of CMC REIT and The Stock Exchange of Hong Kong Limited for future announcements (if any) on the arrangements of the EGM.

6. If a black rainstorm warning, signal or a tropical cyclone warning signal no. 8 or above is in force in Hong Kong at any time between 8:00 a.m. and 11:00 a.m. on Wednesday, 29 December 2021, the EGM will be rescheduled. The Manager will publish an announcement on the website of CMC REIT (<http://www.cmcreit.com>) or from HKEXnews (<http://www.hkexnews.hk>) to notify Unitholders of the arrangement of the rescheduled meeting.

As at the date of this notice, the Board of the Manager comprises Mr. HUANG Junlong (Chairman), Mr. YU Zhiliang and Ms. LIU Ning as Non-executive Directors, Mr. GUO Jin as Executive Director, and Mr. LIN Hua, Mr. LIN Chen and Ms. Wong Yuan Chin, Tzena as Independent Non-executive Directors.