

Notice of Annual General Meeting



DASIN RETAIL TRUST
大信商用信托

(Business Trust Registration Number: 2017001)

(a business trust constituted on 15 January 2016 under the laws of the Republic of Singapore)

MANAGED BY

DASIN RETAIL TRUST MANAGEMENT PTE. LTD.

(Company Registration Number: 201531845N)

(as Trustee-Manager of Dasin Retail Trust)

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the unitholders of DASIN RETAIL TRUST ("**Dasin Retail Trust**", and the unitholders of Dasin Retail Trust, "**Unitholders**") will be held by electronic means on 29 June 2020 at 10.00 a.m. (Singapore time) and any adjournment thereof (the "**Annual General Meeting**") to transact the following business:

AS ORDINARY BUSINESS

(Resolution 1)

1. To receive and adopt the Report of the Trustee-Manager issued by Dasin Retail Trust Management Pte. Ltd. (the "**Trustee-Manager**"), the Statement by the Trustee-Manager and the Audited Financial Statements of Dasin Retail Trust for the financial year ended 31 December 2019 and the Auditors' Report thereon.

(Resolution 2)

2. To re-appoint Messrs Deloitte & Touche LLP as Auditors of Dasin Retail Trust to hold office until the conclusion of the next Annual General Meeting of Dasin Retail Trust and to authorise the Trustee-Manager to fix their remuneration.

AS SPECIAL BUSINESS

3. To consider and, if thought fit, to pass with or without any modifications, the following resolutions as an Ordinary Resolution:

(Resolution 3)

That pursuant to Clause 5 of the trust deed constituting Dasin Retail Trust dated 15 January 2016, as supplemented by a first supplemental deed dated 27 December 2016 (the "**Trust Deed**"), Section 36 of the Business Trusts Act, Chapter 31A of Singapore (the "**Business Trusts Act**") and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"), the Trustee-Manager be authorised and empowered to:

- (a) (i) issue units in Dasin Retail Trust ("**Units**") 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 Units to be issued, including but not limited to the creation and issuance of (as well as adjustments to) securities, warrants, debentures or other instruments convertible into Units,

at any time and upon such terms and conditions and for such purposes and to such persons as the Trustee-Manager may in its absolute discretion deem fit; and

- (b) issue Units in pursuance of any Instrument made or granted by the Trustee-Manager while this Resolution was in force (notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time such Units are issued),

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provided that:

- (1) the aggregate number of Units to be issued pursuant to this Resolution (including Units to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) shall not exceed 50.0% of the total number of issued Units (excluding treasury Units and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Units to be issued other than on a pro rata basis to Unitholders shall not exceed 20.0% of the total number of issued Units (excluding treasury Units and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below);
- (2) subject to such manner of calculation as may be prescribed by the SGX-ST for the purpose of determining the aggregate number of Units that may be issued under sub-paragraph (1) above, the total number of issued Units (excluding treasury Units and subsidiary holdings, if any) shall be based on the total number of issued Units (excluding treasury Units and subsidiary holdings, if any) at the time this Resolution is passed, after adjusting for (i) any new Units arising from the conversion or exercise of any Instruments which were issued and outstanding or subsisting at the time when this Resolution is passed and (ii) any subsequent bonus issue, consolidation or subdivision of Units;
- (3) in exercising the authority conferred by this Resolution, the Trustee-Manager shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST), the Trust Deed for the time being in force (unless otherwise exempted or waived by the Monetary Authority of Singapore) and the Business Trusts Act for the time being in force (unless otherwise exempted or waived by the Monetary Authority of Singapore);
- (4) (unless revoked or varied by the Unitholders in a general meeting) the authority conferred by this Resolution shall continue in force until (i) the conclusion of the next Annual General Meeting of Dasin Retail Trust or (ii) the date by which the next Annual General Meeting of Dasin Retail Trust is required by applicable regulations to be held, whichever is earlier;
- (5) where the terms of the issuance of the Instruments provide for adjustment to the number of Instruments or Units into which the Instruments may be converted, in the event of rights, bonus or other capitalisation issues or any other events, the Trustee-Manager is authorised to issue additional Instruments or Units pursuant to such adjustment notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time the Instruments or Units are issued; and
- (6) the Trustee-Manager and any of its Directors, Chief Executive Officer and Chief Financial Officer be and is/are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Trustee-Manager or, as the case may be, the Director, Chief Executive Officer or Chief Financial Officer may consider expedient or necessary or in the interest of Dasin Retail Trust to give effect to the authority conferred by this Resolution.

BY ORDER OF THE BOARD

Dasin Retail Trust Management Pte. Ltd.
as Trustee-Manager of Dasin Retail Trust

Lun Chee Leong
Company Secretary

5 June 2020

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EXPLANATORY NOTES:

Ordinary Resolution 3

Ordinary Resolution 3, if passed, will empower the Trustee-Manager, effective until the conclusion of the next Annual General Meeting of Dasin Retail Trust, or the date by which the next Annual General Meeting of Dasin Retail Trust is required by applicable regulations to be held or such authority is varied or revoked by the Unitholders in a general meeting, whichever is the earliest, to issue Units, make or grant Instruments convertible into Units and to issue Units pursuant to such Instruments, up to a number not exceeding the aggregate of 50.0% of the total number of issued Units (excluding treasury Units and subsidiary holdings, if any), of which up to 20.0% may be issued other than on a pro rata basis to existing Unitholders.

For determining the aggregate number of Units that may be issued, the total number of issued Units (excluding treasury Units and subsidiary holdings, if any) will be calculated based on the total number of issued Units (excluding treasury Units and subsidiary holdings, if any) at the time Ordinary Resolution 3 in item 3 above is passed, after adjusting for (i) any new Units arising from the conversion or exercise of any Instruments which were issued and outstanding or subsisting at the time when this Resolution is passed and (ii) any subsequent bonus issue, consolidation or subdivision of Units.

Notes:

- (a) The Annual General Meeting is 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 (the "**Order**"). Printed copies of this notice of Annual General Meeting (the "**Notice**") and the accompanying proxy form for the Annual General Meeting will be sent to Unitholders. The Notice and the accompanying proxy form for the Annual General Meeting will also be published electronically on (i) the SGX-ST's website at <https://www.sgx.com/securities/company-announcements>; and (ii) the Trust's corporate website at <http://ir.dasintrust.com/newsroom.html>.
- (b) Pursuant to the Order, alternative arrangements relating to attendance at the Annual General Meeting by electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or audio-only stream), submission of questions to the Chairman of the Meeting in advance of the Annual General Meeting, addressing of substantial and relevant questions and voting by appointing the Chairman of the Annual General Meeting as proxy at the Annual General Meeting will be implemented.
- (c) **Due to the current COVID-19 restriction orders in Singapore, a Unitholder will not be able to attend the Annual General Meeting in person.** Unitholders may watch the Annual General Meeting proceedings through a live audio-visual webcast using their computers, tablets or mobile phones or listen to the Annual General Meeting proceedings using their mobile phones. The live audio-visual webcast can be accessed through an online platform that will be provided to registered and authenticated Unitholders on the day before the Annual General Meeting, and the audio-only stream can be accessed through a telephone number that will be provided to registered and authenticated Unitholders on the day before the Annual General Meeting.

To access the live audio-visual webcast and the audio-only stream, Unitholders need to register no later than 10.00 a.m. on 26 June 2020, being 72 hours before the time fixed for the Annual General Meeting ("**Registration Deadline**") to enable the Trustee-Manager to verify their status. Following the verification, authenticated Unitholders will receive an email a day before the Annual General Meeting, containing the link and the telephone number through which the live audio-visual webcast and the audio-only stream can be accessed, and the login details and credentials.

Unitholders can register at the link below ("**Registration Link**") and we advise all Unitholders to register as early as possible.

<http://ir.dasintrust.com/agm2020/register>

Unitholders are advised to also check the Junk folder of their email in case the emails are directed there instead of Inbox.

Unitholders who do not receive an email by 10.00 a.m. on 28 June 2020 but have registered by the Registration Deadline should contact Dasin Retail Trust's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at +65 6536 5355, during its operating hours from Monday to Friday at 9.00 a.m. to 5.30 p.m., or via email at AGM.TeamE@boardroomlimited.com.

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- (d) As the Annual General Meeting will be held by electronic means, a Unitholder will not be able to attend the Annual General Meeting in person. If a Unitholder (whether individual or corporate) wishes to exercise his/her/its voting rights at the Annual General Meeting, he/she/it must appoint the Chairman of the Annual General Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Annual General Meeting. Please note that a Unitholder may not vote at the Annual General Meeting otherwise than by way of appointing the Chairman of the Annual General Meeting as the Unitholder's proxy.
- (e) In appointing the Chairman of the Annual General Meeting as proxy, a Unitholder (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the Annual General Meeting as proxy for that resolution will be treated as invalid.
- (f) The Chairman of the Annual General Meeting, as proxy, need not be a Unitholder of the Dasin Retail Trust.
- (g) The proxy form appointing the Chairman of the Annual General Meeting as proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must be submitted in the following manner:
- (i) if submitted by post, be lodged with Dasin Retail Trust's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623; or
 - (ii) if submitted electronically, be submitted via email to Dasin Retail Trust's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd at AGM.TeamE@boardroomlimited.com.

in either case, no later than 10.00 a.m. on 27 June 2020, being at least 48 hours before the time for holding the Annual General Meeting.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for Unitholders to submit completed proxy forms by post, Unitholders are strongly encouraged to submit completed proxy forms electronically via email.

- (h) Unitholders will not be able to ask questions "live" during the broadcast of the Annual General Meeting. A Unitholder who wishes to raise any matters at the Annual General Meeting must submit such matters or any questions related to the Annual General Meeting:
- (i) via email to Dasin Retail Trust's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd at AGM.TeamE@boardroomlimited.com;
 - (ii) by post to Dasin Retail Trust's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623; or
 - (iii) via the Registration Link at <http://ir.dasitrust.com/agm2020/register>.

Unitholders are required to submit the matters they wish to be heard on and/or their questions no later than 10.00 a.m. on 22 June 2020, being seven (7) days before the time fixed for the Annual General Meeting.

When sending in your questions via email, or by post, please also provide us with the following details:

- your full name;
- your address;
- number of Units held in Dasin Retail Trust; and
- the manner in which you hold Units in Dasin Retail Trust (e.g., via CDP, CPF or SRS).

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult to submit questions by post, Unitholders are strongly encouraged to submit their questions via email. The Trustee-Manager will endeavour to answer all substantial and relevant questions prior to, or at the Annual General Meeting.

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- (i) Persons who hold Units through relevant intermediaries (as defined below), including CPF and SRS investors, and who wish to participate in the Annual General Meeting by (a) observing and/or listening to the Annual General Meeting proceedings through live audio-visual webcast or audio-only stream; (b) submitting questions in advance of the Annual General Meeting; and/or (c) appointing the Chairman of the Annual General Meeting as proxy to attend, speak and vote on their behalf at the Annual General Meeting, should contact the relevant intermediary (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks or SRS Operators) through which they hold such Units as soon as possible in order to make the necessary arrangements for them to participate in the Annual General Meeting. In addition, CPF and SRS investors who wish to appoint the Chairman of the Annual General Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the Annual General Meeting (i.e. by 10.00 a.m. on 17 June 2020) in order to allow sufficient time for their respective CPF Agent Banks or SRS Operators to in turn submit a proxy form to appoint the Chairman of the Annual General Meeting to vote on their behalf by the cut-off date.

“relevant intermediary” means:

- (i) a banking corporation licensed under the Banking Act, Chapter 19 of Singapore, or a wholly owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds Units in that capacity;
- (ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Chapter 289 of Singapore, and who holds Units in that capacity; or
- (iii) the Central Provident Fund Board (“**CPF Board**”) established by the Central Provident Fund Act, Chapter 36 of Singapore, in respect of Units 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 Units in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
- (j) The Annual Report for the financial year ended 31 December 2019 (“**Annual Report 2019**”) has been published on the Trust’s website at <http://ir.dasitrust.com/ar.html> and on the SGX website at <https://www.sgx.com/securities/company-announcements>.
- (k) Due to the constantly evolving COVID-19 situation in Singapore, the Trustee-Manager may be required to change the arrangements for the Annual General Meeting at short notice. Unitholders are advised to check SGXNet and/or the Trust’s website for the latest updates on the status of the Annual General Meeting.

Personal Data Privacy:

By (a) submitting an instrument appointing the Chairman of the Meeting as proxy to vote at the Annual General Meeting and/or any adjournment thereof, (b) or submitting details for the registration to observe the proceedings of the Annual General Meeting via live audio-visual webcast or audio-only stream, or (c) submitting any question prior to the Annual General Meeting in accordance with this Notice, a Unitholder consents to the collection, use and disclosure of the Unitholder’s personal data by the Trustee-Manager (or its agents or service providers) for the following purposes: (i) the processing and administration by the Trustee-Manager (or its agents or service providers) of the appointment of the Chairman of the Meeting as proxy for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof); (ii) processing of the registration for purpose of granting access to Unitholders (or their corporate representatives in the case of Unitholders which are legal entities) to the live audio-visual webcast or audio-only stream to observe the proceedings of the Annual General Meeting of the Company and providing them with any technical assistance where necessary; (iii) answering substantial and relevant questions from Unitholders received before the Annual General Meeting of the Trust and, if necessary, following up with the relevant Unitholders in relation to such questions; and (iv) and in order for the Trustee-Manager (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

Photographic, sound and/or video recordings of the Annual General Meeting may be made by the Trustee-Manager (or its agents or service providers) for record keeping and to ensure the accuracy of the minutes prepared of the Annual General Meeting. Accordingly, the personal data of a Unitholder may be recorded by the Trustee-Manager (or its agents or service providers) for such purposes.