

# Notice of Annual General Meeting

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NOTICE IS HEREBY GIVEN that the 4<sup>th</sup> Annual General Meeting of Cambridge Industrial Trust (“CIT”) will be held at NTUC Auditorium, Level 7, NTUC Centre, One Marina Boulevard, Singapore 018989 on 19 April 2013 at 2.00 p.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions:

## AS ORDINARY BUSINESS

### 1. ORDINARY RESOLUTION

To receive and to adopt the statement by the Manager and the audited financial statements of CIT for the financial year ended 31 December 2012.

### 2. ORDINARY RESOLUTION

To re-appoint KPMG LLP as Auditors of CIT to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors of Cambridge Industrial Trust Management Limited, as manager of CIT (the “Manager”), to fix their remuneration.

## SPECIAL BUSINESS

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

### 3. ORDINARY RESOLUTION

That approval be and is hereby given to the Manager, to:

- (a) (i) issue units in CIT (“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 issue 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 Manager may in its absolute discretion deem fit; and
- (b) issue Units in pursuance of any Instrument made or granted by the Manager while this Resolution was in force (notwithstanding that the authority conferred by this Resolution may have ceased to be in force), provided that:
  - (i) the aggregate number of Units to be issued pursuant to this Resolution (including Units to be issued in pursuance of instruments made or granted pursuant to this Resolution) shall not exceed ten per cent (10%) of the total number of issued Units excluding treasury Units, if any (as calculated in accordance with sub-paragraph (2) below), such Units of which may be issued: (a) on a pro rata basis to Unitholders or (b) on a non-pro rata basis to Unitholders; or (c) to such other persons as the Manager shall deem fit (the “General Mandate”);
  - (ii) subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited (“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, if any) shall be based on the number of issued Units (excluding treasury Units, if any) at the time this Resolution is passed, after adjusting for:
    - (a) any new Units 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 Units,

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## SPECIAL BUSINESS (Cont'd)

### 3. ORDINARY RESOLUTION (Cont'd)

and that:

- (A) in exercising the authority conferred by this Resolution, the Manager shall comply with the provision of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the trust deed constituting CIT (as amended) (the "Trust Deed") for the time being in force (unless otherwise exempted or waived by the Monetary Authority of Singapore ("MAS"));
- (B) unless revoked or varied by CIT in a general meeting, the authority conferred by this Resolution shall continue in force until (i) the conclusion of any subsequent Extraordinary General Meeting approving a new General Mandate for CIT; or (ii) the conclusion of the next Annual General Meeting of CIT or (iii) the date by which the next Annual General Meeting of CIT is required by law to be held, whichever is earlier;
- (C) where the terms of the issue of the Instruments provide for adjustment to the number of Instruments in the event of rights, bonus or other capitalisation issues or any other events, the Manager may issue additional Instruments notwithstanding that the General Mandate may have ceased to be in force at the time the Instruments are issued; and
- (D) the Manager and RBC Investor Services Trust Singapore Limited, as trustee of CIT (the "Trustee"), 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 Manager or, as the case may be, the Trustee may consider expedient or necessary or in the interest of CIT to give effect to the authority conferred by this Resolution.

## OTHER BUSINESS

To transact any other business which may properly be brought forward.

### By Order Of The Board

#### Cambridge Industrial Trust Management Limited

(Company Registration No. 200512804G, Capital Markets Services licence no.: 100132-2) As manager of Cambridge Industrial Trust



Christopher Calvert  
Chief Executive Officer & Executive Director

Singapore  
25 March 2013

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## Notice:

Unitholder entitled to attend the meeting and vote is entitled to appoint up to two proxies to attend and vote instead of him; a proxy need not be a Unitholder. The instrument appointing the proxy or proxies (a form is enclosed) must be deposited with B.A.C.S. Private Limited, the Unit Registrar, at its office at 63 Cantonment Road, Singapore 089758 not less than 48 hours before the time appointed for holding the meeting.

## Explanatory Notes:

### Resolution 3

The Manager's rationale in seeking the Ordinary Resolution 3 is to provide it with the flexibility to transact any potential value adding and yield accretive acquisition opportunities or, any asset enhancement initiatives, without incurring additional expense in having to go back to Unitholders from time to time, for their approval. The competitive real estate landscape may require equity funds to be raised promptly and efficiently for these purposes, otherwise, the Manager may be at a disadvantage to transact ordinary business opportunities relative to its competitors.

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

Fund raising by issuance of new Units may be required in instances of property acquisitions, debt repayments or other similar permitted transactions. If the approval of Unitholders is required under the Listing Manual of the SGX-ST and the Trust Deed or any applicable laws and regulations in any such instances, the Manager will then obtain the approval of Unitholders accordingly.

## Important Notice

The value of Units and the income derived from them may fall as well as rise. Units are not investments or deposits in or liabilities or obligations of the Manager, the Trustee, or any of their respective related corporations and affiliates (including but not limited to National Australia Bank Limited, nabInvest Capital Partners Pty Limited, or other members of the National Australia Bank group) and their affiliates (individually and collectively "Affiliates").

An investment in Units is subject to equity investment risk, including the possible delays in repayment and loss of income or the principal amount invested. Neither CIT, the Manager, the Trustee nor any of the Affiliates guarantees the repayment of any principal amount invested, the performance of CIT, any particular rate of return from investing in CIT, or any taxation consequences of an investment in CIT. Any indication of CIT performance returns is historical and cannot be relied on as an indicator of future performance.

Investors should note that they will have no right to request the Manager to redeem or purchase their Units for so long as the Units are listed on the SGX-ST. It is intended that Unitholders may only deal in their Units through trading on the SGX-ST. Listing of the Units on the SGX-ST does not guarantee a liquid market for the Units.

## IMPORTANT: PLEASE READ THE NOTES TO PROXY FORM BELOW

### Notes to Proxy Form

1. A unitholder of CIT ("Unitholder") entitled to attend and vote at the Annual General Meeting is entitled to appoint one or two proxies to attend and vote in his stead.
2. Where a Unitholder appoints more than one proxy, the appointments shall be invalid unless he specifies the proportion of his holding (expressed as a percentage of the whole) to be represented by each proxy.
3. A proxy need not be a Unitholder.

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4. A Unitholder should insert the total number of Units held. If the Unitholder has Units entered against his name in the Depository Register maintained by the Central Depository (Pte) Limited ("CDP"), he should insert that number of Units. If the Unitholder has Units registered in his name in the Register of Unitholders of CIT, he should insert that number of Units. If the Unitholder has Units entered against his name in the said Depository Register and registered in his name in the Register of Unitholders, he should insert the aggregate number of Units. If no number is inserted, this form of proxy will be deemed to relate to all the Units held by the Unitholder.
5. The instrument appointing a proxy or proxies must be deposited at the Unit Registrar's Office at 63 Cantonment Road, Singapore 089758, not less than 48 hours before the time set for the Annual General Meeting.
6. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
7. Where an instrument appointing a proxy is signed on behalf of the appointor by an attorney, the power of attorney or a duly certified copy thereof must (failing previous registration with the Manager) be lodged with the instrument of proxy; failing which the instrument may be treated as invalid.
8. Agent Banks acting on the request of CPF investors who wish to attend the meeting as Observers are required to submit in writing, a list with details of the investors' name, NRIC/Passport numbers, addresses and numbers of shares held. The list, signed by an authorised signatory of the Agent Bank, should reach the Unit Registrar of Cambridge Industrial Trust not later than 48 hours before the time appointed for holding the meeting.
9. The 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 Proxy Form. In addition, in the case of Units entered in the Depository Register, the Manager may reject a Proxy Form if the Unitholder, being the appointor, is not shown to have Units entered against his name in the Depository Register as at 48 hours before the time appointed for holding the Annual General Meeting, as certified by CDP to the Manager.
10. All Unitholders will be bound by the outcome of the Annual General Meeting regardless of whether they have attended or voted at the Annual General Meeting.
11. At any meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded (before or on the declaration of the result of the show of hands) by the Chairman, or by five or more Unitholders present in person or by proxy, or by Unitholders holding or representing one-tenth in value of the Units represented at the meeting. Unless a poll is so demanded, a declaration by the Chairman that such a resolution has been carried or carried unanimously or by a particular majority or lost shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
12. On a show of hands, every Unitholder who (being an individual) is present in person or by proxy or (being a corporation) is present by one of its officers as its proxy shall have one vote. On a poll, every Unitholder who is present in person or by proxy shall have one vote for every Unit of which he is the Unitholder. A person entitled to more than one vote need not use all his votes or cast them the same way.