



ASCENDAS INDIA TRUST

(Constituted in the Republic of Singapore as a business trust pursuant to a trust deed dated 7 December 2004 (as amended))

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirteenth Annual General Meeting of the Unitholders of Ascendas India Trust ("**a-iTrust**") will be convened and held by way of electronic means on Thursday, 25 June 2020 at 2.30 p.m. (Singapore Time) to transact the following business:

ORDINARY BUSINESS

1. To receive and adopt the Trustee-Manager's Statement and Audited Financial Statements of a-iTrust, for the financial period from 1 April 2019 to 31 December 2019, together with the Auditor's Report thereon. **Ordinary Resolution 1**
2. To re-appoint Messrs Ernst & Young LLP ("**EY**") as Independent Auditor of a-iTrust, to hold office until the conclusion of the next Annual General Meeting ("**AGM**") of a-iTrust and to authorise the Directors of the Trustee-Manager to fix their remuneration. **Ordinary Resolution 2**

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

3. That pursuant to Section 36 of the Singapore Business Trusts Act, Cap. 31A (the "**BTA**"), Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"), and Clause 6.1.1 of the Trust Deed dated 7 December 2004 constituting a-iTrust (as amended, varied or supplemented from time to time) (the "**Trust Deed**"), the Trustee-Manager be authorised and empowered to:
Ordinary Resolution 3
 - (a) (i) issue units of a-iTrust ("**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 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 pursuant to Instruments made or granted under this Resolution) shall not exceed fifty per cent (50%) of the total number of issued Units (excluding treasury Units, if any) 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 (including Units to be issued pursuant to Instruments made or granted under this Resolution), shall not exceed twenty per cent (20%) of the total number of issued Units (excluding treasury Units, if any) 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 percentage of issued Units shall be calculated based on the total number of issued Units (excluding treasury Units) at the time this Resolution is passed, after adjusting for:
 - (a) any new Units arising from the conversion or exercise of any Instruments or Unit options or vesting of Unit awards which were issued and are outstanding or subsisting at the time this Resolution is passed;
 - (b) 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 and the BTA;
- (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 AGM of a-iTrust or (ii) the date by which the next AGM of a-iTrust is required by applicable regulations 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 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 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

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- (6) the Trustee-Manager and any of its Directors be and are hereby 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 may consider expedient or necessary or in the interests of a-iTrust to give effect to the authority conferred by this Resolution.

BY ORDER OF THE BOARD

Ascendas Property Fund Trustee Pte. Ltd.

(Registration Number: 200412730D)

as Trustee-Manager of **Ascendas India Trust**

Mary Judith de Souza

Company Secretary

Singapore

3 June 2020

NOTES:

1. The AGM 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. Printed copies of this Notice will not be sent to Unitholders. Instead, this Notice is sent to Unitholders by electronic means via publication on a-iTrust's website at the URL <https://ir.aitrust.com/agm.html> and is also made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
2. **Due to the current COVID-19 restriction orders in Singapore, a Unitholder will not be able to attend the AGM in person.** Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the AGM in advance of the AGM, addressing of substantial and relevant questions prior to the AGM and voting by appointing the Chairman of the AGM as proxy at the AGM, are set out below. Any reference to a time of day is made by reference to Singapore time.
3. Unitholders and CPF and SRS investors will be able to observe and/or listen to the AGM proceedings through a live audio-visual webcast or live audio-only stream via their mobile phones, tablets or computers. In order to do so, Unitholders and CPF and SRS investors must pre-register at a-iTrust's pre-registration website at the URL https://ir.aitrust.com/agm2020_registration.html from now till **2.30 p.m. on 22 June 2020 (Singapore Time)** to enable the Trustee-Manager to verify their status as Unitholders.

Following the verification, authenticated Unitholders and CPF and SRS investors will receive an email, which will contain user ID and password details as well as instructions on how to access the live audio-visual webcast and live audio-only stream of the AGM proceedings, by **2.30 p.m. on 24 June 2020 (Singapore Time)**. Unitholders and CPF and SRS investors who do not receive an email by **2.30 p.m. on 24 June 2020 (Singapore Time)** but have registered by the 22 June 2020 deadline should contact the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., by telephone at +65 6536 5355 from Monday to Friday between 8.30 a.m. to 5.30 p.m. or by email to aitrust_agm@boardroomlimited.com.

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4. Unitholders may also submit questions related to the resolutions to be tabled for approval at the AGM to the Chairman of the AGM, in advance of the AGM. In order to do so, their questions must be submitted in the following manner by **2.30 p.m. on 22 June 2020 (Singapore Time)**:
- (a) if submitted electronically, be submitted via the a-iTrust's pre-registration website at the URL https://ir.a-itrust.com/agm2020_registration.html; or
 - (b) if submitted by post, be deposited at the office of the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623.

Unitholders who submit questions by post to the Unit Registrar must provide the following information:

- (1) the Unitholder's full name;
- (2) the Unitholder's address; and
- (3) the manner in which the Unitholder holds Units in a-iTrust (e.g., via CDP, CPF or SRS).

The Trustee-Manager's Chairman, Mr Chiang Chie Foo, and Chief Executive Officer, Mr Sanjeev Dasgupta, will conduct the proceedings of the AGM. The Trustee-Manager will endeavour to address all substantial and relevant questions submitted in advance of the AGM prior to the AGM. The Trustee-Manager will publish the responses to the substantial and relevant questions on a-iTrust's website and on SGXNET prior to the AGM. Minutes of the AGM will be published on a-iTrust's website and on SGXNET.

Unitholders will not be able to ask questions at the AGM during the live audio-visual webcast or live audio-stream, and therefore it is important for Unitholders who wish to ask questions to submit their questions in advance of the AGM in the manner set out above in this paragraph 4.

5. If a Unitholder (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM. The Proxy Form is available on a-iTrust's website and on the SGX website at the URLs <https://ir.a-itrust.com/agm.html> and <https://www.sgx.com/securities/company-announcements>, respectively. Printed copies of the Proxy Form will not be sent to Unitholders.

In appointing the Chairman of the AGM as proxy, a Unitholder 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 AGM as proxy for that resolution will be treated as invalid.

6. The Proxy Form appointing the Chairman of the AGM as proxy must be submitted to the Trustee-Manager c/o the Unit Registrar Boardroom Corporate & Advisory Services Pte. Ltd., in the following manner:
- (a) if submitted by post, be lodged at the office of the Unit Registrar at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623; or
 - (b) if submitted electronically, be submitted via email to the Unit Registrar at aitrust_agm@boardroomlimited.com,

in either case, by **2.30 p.m. on 23 June 2020 (Singapore Time)**, being 48 hours before the time fixed for the AGM.

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A Unitholder who wishes to submit a Proxy Form 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.

In view of the COVID-19 restriction orders in Singapore 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.

7. Persons who hold Units through relevant intermediaries (as defined below) and who wish to participate in the AGM by (a) observing and/or listening to the AGM proceedings through live audio-visual webcast or live audio-only stream; (b) submitting questions in advance of the AGM; and/or (c) appointing the Chairman of the AGM as proxy to attend, speak and vote on their behalf at the AGM, should contact the relevant intermediary through which they hold such Units as soon as possible in order to make the necessary arrangements for them to participate in the AGM.

In addition, CPF and SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **5.00 p.m. on 15 June 2020 (Singapore Time)**, being 7 working days before the date of the AGM.

"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.
8. The Chairman of the AGM, as proxy, need not be a Unitholder of a-iTrust.
 9. The Annual Report 2019 and updated unitholding statistics as at 15 May 2020 may be accessed at a-iTrust's website at the URL <https://ir.a-itrust.com/ar.html>.
 10. Due to the constantly evolving COVID-19 situation in Singapore, the Trustee-Manager may be required to change the arrangements for the AGM at short notice. Unitholders should check a-iTrust's website at the URL <https://ir.a-itrust.com/agm.html> for the latest updates on the status of the AGM.

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EXPLANATORY NOTES:

Ordinary Resolution 3

Ordinary Resolution 3, if passed, will empower the Trustee-Manager from the date of this AGM until (i) the conclusion of the next AGM of a-iTrust, (ii) the date by which the next AGM of a-iTrust is required by the applicable regulations to be held, or (iii) the day on which such authority is revoked or varied by the Unitholders in a general meeting, whichever is earlier, to issue Units and to make or grant Instruments, up to a number not exceeding fifty percent (50%) of the total number of issued Units (excluding treasury Units, if any), of which up to twenty percent (20%) may be issued other than on a pro rata basis to Unitholders (in each case, excluding treasury Units, if any).

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

Ordinary Resolution 3, if passed, will empower the Trustee-Manager from the date of this AGM until the date of the next AGM of a-iTrust, to allot and issue Units to itself instead of cash in the event the Trustee-Manager elects in accordance with Clause 12 of the Trust Deed to receive all or any part of the fees due and payable to it in Units, provided that such allotment and issue shall be in accordance with the provisions of the Trust Deed, BTA and applicable regulations.

PERSONAL DATA PRIVACY:

By submitting an instrument to appoint the Chairman of the AGM as proxy to attend, speak and vote at the AGM and/or any adjournment thereof as well as for purposes of the authentication of a Unitholder's presence at the AGM via electronic means, a Unitholder consents to the collection, use and disclosure of the Unitholder's personal data by the Trustee-Manager (or its agents) for the purpose of the processing and administration by the Trustee-Manager (or its agents) of the appointment of the Chairman of the AGM as proxy for the AGM (including any adjournment thereof), the authentication of a Unitholder's presence at the AGM via electronic means and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Trustee-Manager (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines.