



CAPITALAND LIMITED
(Registration Number: 198900036N)
(Incorporated in the Republic of Singapore)

ANNOUNCEMENT

RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 12 APRIL 2019

All capitalised terms used herein, unless otherwise defined, shall have the meanings ascribed to them in the circular to shareholders of CapitaLand Limited (“**CapitaLand**”) dated 22 March 2019 (the “**Circular**”).

CapitaLand wishes to announce that at its Extraordinary General Meeting (“**EGM**”) held on 12 April 2019, all the ordinary resolutions set out in the Notice of EGM dated 22 March 2019 were put to the EGM, and duly passed.

1. RESULTS OF THE POLL ON EACH OF THE ORDINARY RESOLUTIONS

The information as required under Rule 704(16) of the Listing Manual of the SGX-ST is set out below:

(a) Breakdown of all valid votes cast at the EGM

Resolution number and details	Total number of Shares represented by votes for and against the relevant resolution	For		Against	
		Number of Shares	As a percentage of total number of votes for and against the resolution (%)	Number of Shares	As a percentage of total number of votes for and against the resolution (%)
<u>Ordinary Resolution 1</u> The Proposed Transaction	1,159,707,669	1,150,132,206	99.17	9,575,463	0.83
<u>Ordinary Resolution 2</u> The Proposed Allotment and Issuance of the Consideration Shares	1,158,862,907	1,133,599,064	97.82	25,263,843	2.18

Resolution number and details	Total number of Shares represented by votes for and against the relevant resolution	For		Against	
		Number of Shares	As a percentage of total number of votes for and against the resolution (%)	Number of Shares	As a percentage of total number of votes for and against the resolution (%)
Ordinary Resolution 3 The Whitewash Resolution	1,159,143,420	1,061,100,227	91.54	98,043,193	8.46

(b) Details of parties who are required to abstain from voting on any resolution(s)

As set out in paragraph 15.4 of the Circular on "Abstention from Voting", based on the information available to CapitaLand, the following table sets out the parties who are required to abstain from voting on all the Ordinary Resolutions 1, 2 and 3 put to the EGM:

Parties	Number of Shares held
Temasek Holdings (Private) Limited	1,680,704,140
Fullerton Fund Management Company Ltd. and ST Asset Management Ltd., as associates of Temasek Holdings (Private) Limited	13,655,989
Stephen Lee Ching Yen	72,587
Ng Kee Choe	346,578
Euleen Goh Yiu Kiang	113,185
Kee Teck Koon	47,659
Goh Swee Chen	3,388
15 individual shareholders ⁽¹⁾	113,028
TOTAL	1,695,056,554

Notes:

(1) Comprising directors of entities within the Ascendas-Singbridge Group.

(c) Appointed scrutineer

Voting on all resolutions at the EGM was conducted by electronic poll. DrewCorp Services Pte Ltd was appointed as the scrutineer at the EGM for the purpose of the electronic poll.

2. NO ADJUSTMENT TO CONVERSION PRICE OF CONVERTIBLE BONDS

As at the date of this Announcement, CapitaLand has four (4) outstanding series of convertible bonds, being the (a) S\$1,000,000,000 2.95 per cent. Convertible Bonds due 2022; (b) S\$650,000,000 1.85 per cent. Convertible Bonds due 2020; (c) S\$800,000,000 1.95 per cent. Convertible Bonds due 2023; and (d) S\$650,000,000 2.80 per cent. Convertible Bonds due 2025 (each, a “**series of Bonds**” and collectively the “**Bonds**”).

CapitaLand has considered whether the issuance of the 862,264,714 Consideration Shares at an issue price of S\$3.50 for each Consideration Share would result in an adjustment to the conversion price of each series of Bonds, and appointed Natixis as the independent bank (acting as an expert) approved by the respective trustees of the Bonds (pursuant to the respective terms and conditions of the Bonds) to assist in such determination.

Based on the advice provided by Natixis, having regard to the respective provisions of the terms and conditions of the Bonds, CapitaLand has determined that no adjustment should be made to the conversion price of each series of Bonds. Accordingly, each holder of the Bonds and potential investors in the Bonds should take note of this determination in connection with his/her decision whether to trade in such Bonds.

By Order of the Board

Michelle Koh
Company Secretary
12 April 2019