



CAPITALAND LIMITED

Regn No.: 198900036N

(Incorporated in the Republic of Singapore)

ANNOUNCEMENT

TENDER OFFER AND SOLICITATION EXERCISE IN RESPECT OF THE OUTSTANDING S\$800,000,000 1.95 PER CENT. CONVERTIBLE BONDS DUE 2023 (ISIN: XS0974088402 / COMMON CODE: 097408840)

ANNOUNCEMENT OF EARLY CONSENT DEADLINE RESULTS

Reference is made to the announcement dated 7 April 2021 by CapitaLand Limited (the “**Issuer**”) in relation to the commencement of an invitation to the holders of its outstanding S\$800,000,000 1.95 per cent. Convertible Bonds due 2023 (ISIN: XS0974088402 / Common Code: 097408840) (the “**Bonds**”) to (a) tender any and all such Bonds for purchase by the Company for cash (the “**Offer**”), and (b) approve certain modifications to the Trust Deed (as defined below) and the terms and conditions of the Bonds (the “**Proposal**”), in each case, subject to the terms and conditions set out in the tender offer and solicitation memorandum dated 7 April 2021 (the “**Tender Offer and Solicitation Memorandum**”). Capitalised or other terms used but not defined herein shall, unless the context otherwise requires, have the meaning set out in the Tender Offer and Solicitation Memorandum.

Following the completion of the Early Consent Deadline, the Issuer wishes to inform the holders of the Bonds (the “**Bondholders**”) that, as of the Early Consent Deadline, the valid Tender Instructions and valid Voting-Only Instructions authorising the Tender and Tabulation Agent to attend the Meetings and to have their votes cast in favour of both Extraordinary Resolutions at the Meetings via the Electronic Meeting Platform constitute more than 90.00% of the aggregate principal amount outstanding of the Bonds. Based on such valid Tender Instructions and valid Voting-Only Instructions, the quorum requirement for both Meetings will be met and the Extraordinary Resolutions which are the subject of the Meetings will successfully be passed.

Bondholders who have not yet submitted Tender Instructions or Voting-Only Instructions authorising the Tender and Tabulation Agent to attend the Meetings and to have their votes cast in favour of both Extraordinary Resolutions at the Meetings via the Electronic Meeting Platform may still do so by the Expiration Deadline, being 8.45 p.m. (Singapore time) / 1.45 p.m. (London time) on 27 April 2021, in order to be eligible to receive the Normal Consent Fee (less any bank charges, which shall be borne by the Bondholders), subject to the satisfaction and/or waiver of the Consent Settlement Conditions (as more fully described in the Tender Offer and Solicitation Memorandum). For the avoidance of doubt, Bondholders whose Tender Instructions and Voting-Only Instructions are received after the Expiration Deadline will not be entitled to any consent fee.

Questions and requests for assistance in connection with the Offer and the Proposal may be directed to the Dealer Manager at its contact details set out below. Questions and requests for assistance in connection with the delivery of Tender Instructions or Voting-Only Instructions may be directed to the Tender and Tabulation Agent at its contact details set out below.

DEALER MANAGER

J.P. Morgan (S.E.A.) Limited

168 Robinson Road

17th Floor, Capital Tower

Singapore 068912

Attention: Wilfred Chia / Mahesh Ahlawat

Telephone number: +852 2800 8612 / +852 2800 1272

Email: AMAZON2021_CAPL_CB_Tender@jpmorgan.com

TENDER AND TABULATION AGENT

Lynchpin Bondholder Management Limited

Room 402, Wellington Plaza

56-58 Wellington Street

Central

Hong Kong

Attention: Ms. Clair Lawson

Telephone number: +852 2526 5406

Email: capitainfo@lynchpinbm.com

SHAREHOLDERS OF THE COMPANY WHO ARE NOT OTHERWISE BONDHOLDERS WILL NOT BE ELIGIBLE TO ATTEND OR VOTE AT ANY MEETING OF THE BONDHOLDERS EITHER IN PERSON OR BY PROXY.

THIS ANNOUNCEMENT IS NOT AN OFFER TO PURCHASE, A SOLICITATION OF AN OFFER TO PURCHASE, OR A SOLICITATION OF AN OFFER TO SELL THE BONDS. ANY OFFER MAY ONLY BE MADE PURSUANT TO THE TERMS OF THE TENDER OFFER AND SOLICITATION MEMORANDUM.

By Order of the Board

Michelle Koh
Company Secretary

23 April 2021

NOTE:

This announcement does not constitute an invitation to participate in the Offer and/or the Proposal.

This announcement is not an offer to purchase, a solicitation of an offer to purchase, an offer to sell, or a solicitation of an offer to sell, the Bonds. This announcement does not constitute, and may not be used in connection with, any form of offer or solicitation in any place where such offers or solicitations are not permitted by law. This announcement is not for release, publication or distribution in or into, or to any person resident and/or located in, any jurisdiction where such release, publication or distribution is unlawful.

This announcement does not constitute an offer to sell or the solicitation of an offer to purchase any securities in the United States or any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No securities may be offered or sold in the United States absent registration or an applicable exemption from registration requirements. Any public offering of securities to be made in the United States will be made by means of a prospectus which will contain detailed information about the Company and its management, as well as their financial statements. No public offering of securities is to be made by the Company in the United States.

If a Bondholder is in any doubt about any aspect of the Offer and/or the Proposal and/or the action it should take, it should seek its own financial and legal advice, including as to any tax consequences, from its stock broker, bank manager, solicitor, accountant or other independent financial or legal adviser. None of the Company, the Dealer Manager, the Trustee, the Agents or the Tender and Tabulation Agent is providing Bondholders with any legal, business, tax or other advice.