



CAPITALAND LIMITED

Regn No.: 198900036N

(Incorporated in the Republic of Singapore)

ANNOUNCEMENT

**RESULTS OF MEETINGS, ACCEPTANCE OF VALID TENDERS OF BONDS FOR PURCHASE
AND EXECUTION OF SUPPLEMENTAL TRUST DEED
IN RESPECT OF
THE OUTSTANDING S\$1,000,000,000 2.95 PER CENT. CONVERTIBLE BONDS DUE 2022
(ISIN: XS0303539786 / COMMON CODE: 030353978)**

Reference is made to the announcements dated 7 April 2021 and 23 April 2021 (the “**Announcements**”) by CapitaLand Limited (the “**Company**”) in relation to the invitation to the holders (the “**Bondholders**”) of its outstanding S\$1,000,000,000 2.95 per cent. Convertible Bonds due 2022 (ISIN: XS0303539786 / Common Code: 030353978) (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 constituting the Bonds dated 20 June 2007 (the “**Trust Deed**”) and the terms and conditions (the “**Conditions of the Bonds**”) 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 as set out in the Announcements and/or the Tender Offer and Solicitation Memorandum.

1. RESULTS OF MEETINGS

- 1.1 The First Meeting and the Second Meeting to consider the Proposal were held on 29 April 2021. The Company wishes to announce that at the First Meeting and the Second Meeting, the First Extraordinary Resolution and the Second Extraordinary Resolution respectively were duly passed and the Proposal approved, without any amendment.
- 1.2 The First Extraordinary Resolution and the Second Extraordinary Resolution shall be binding on all Bondholders, whether present or not at the First Meeting or the Second Meeting and whether or not voting in favour of the First Extraordinary Resolution or the Second Extraordinary Resolution.
- 1.3 The Settlement Date for the Proposal will be 4 May 2021. On the Settlement Date, the Company will pay to the eligible Bondholders the relevant Consent Fee.

2. ACCEPTANCE OF VALID TENDERS OF BONDS FOR PURCHASE

- 2.1 As at the Expiration Deadline, an aggregate principal amount of S\$280,250,000 of the Bonds, representing approximately 85.8 per cent. of the outstanding Bonds, had been validly tendered pursuant to the Offer (the “**Tendered Bonds**”).
- 2.2 The Company wishes to announce that it has accepted all the Tendered Bonds for purchase.
- 2.3 The Settlement Date for the Offer will be 4 May 2021. On the Settlement Date, the Company will purchase, or procure the purchase of, the Tendered Bonds and pay to the relevant Bondholders the Purchase Price for the Tendered Bonds. The Tendered Bonds purchased by the Company will be cancelled in accordance with the Conditions of the Bonds.

3. EXECUTION OF SUPPLEMENTAL TRUST DEED

With the passing of the Extraordinary Resolution, the Company and the Trustee have on 29 April 2021 executed the Supplemental Trust Deed to effect the necessary modifications to the Trust Deed and the Conditions of the Bonds to, *inter alia*, (a) remove the undertaking to maintain a listing of the shares of the Company on the SGX-ST and (b) amend the redemption price and the threshold of aggregate principal amount of Bonds outstanding in order for the Company to exercise the qualifying clean up call right under Condition 8.2.3 of the Bonds.

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

29 April 2021

NOTE:

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.

The directors of the Company (including any who may have delegated detailed supervision of the preparation of this announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this announcement in each case which relate to the Company (excluding information relating to CLA Real Estate Holdings Pte. Ltd. ("**CLA**") or any opinion expressed by CLA) are fair and accurate and that, where appropriate, no material facts which relate to the Company have been omitted from this announcement and responses, and the directors of the Company jointly and severally accept responsibility accordingly.

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