



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

## **ANNOUNCEMENT**

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### **ENTRY INTO INTERESTED PERSON TRANSACTIONS – APPOINTMENT OF CERTIS TECHNOLOGY (SINGAPORE) PTE LTD:**

- (I) FOR THE PROVISION OF SERVICES RELATING TO A FACIAL RECOGNITION SYSTEM CENTRAL PLATFORM; AND**
  - (II) FOR THE PROVISION OF SERVICES RELATING TO AN ON-SITE FACIAL RECOGNITION SYSTEM FOR CAPITASPRING**
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#### **1. INTRODUCTION**

CapitaLand Limited (“**CapitaLand**”) wishes to announce the following interested person transactions:

- (i) appointment of Certis Technology (Singapore) Pte Ltd (“**Certis**”) to provide information technology (“**IT**”) services to CapitaLand Business Services Pte Ltd (“**CLBS**”) relating to the implementation of a facial recognition system (“**FRS**”) central platform at a fee of S\$244,756.00 (the “**FRS Platform Appointment**”); and
- (ii) appointment of Certis to provide IT services relating to the implementation and installation of an on-site FRS at CapitaSpring for which CapitaLand will effectively bear a fee of S\$380,404.35 (the “**CapitaSpring FRS Appointment**”).

Certis is a wholly owned subsidiary of Temasek Holdings (Private) Limited (“**Temasek**”), and is a leading technology-enabled integrated solutions provider with a track record in providing security solutions.

#### **2. DISCLOSURE REQUIREMENTS**

Based on the information available to CapitaLand as at the date of this announcement, Temasek has a direct interest in 1,680,704,140 ordinary shares of CapitaLand (“**Shares**”), and a deemed interest in 17,954,982 Shares, representing an aggregate of approximately 40.69% of the total number of issued and paid up Shares. Accordingly, under the Listing Manual of the SGX-ST (the “**Listing Manual**”), Temasek is regarded as a "controlling shareholder" of CapitaLand.

CapitaSpring is the redevelopment of Golden Shoe Car Park by Glory Office Trust (“**GOT**”) and Glory SR Trust (“**GSRT**”), respectively. GOT and GSRT are single purpose trusts established by CapitaLand, CapitaLand Commercial Trust (“**CCT**”) and Mitsubishi Estate Co. Ltd. (“**MEC**”). CapitaLand, CCT and MEC hold the units in each of GOT and GSRT (collectively, the “**CapitaSpring Owner**”) in the proportion of 45:45:10, respectively. CapitaLand has an interest of 30.14% in CCT and is the holding company of the manager of CCT. Through its interest of 45% in the CapitaSpring Owner and management rights over CCT, CapitaLand has control over the CapitaSpring Owner.

For the purposes of Chapter 9 of the Listing Manual:

- (a) Certis (being a subsidiary of a “controlling shareholder” of CapitaLand) is an “interested person” of CapitaLand; and
- (b) each of CLBS (being a wholly owned subsidiary of CapitaLand) and the CapitaSpring Owner is an “entity at risk”.

Therefore, each of the FRS Platform Appointment and the CapitaSpring FRS Appointment (collectively, the “**Appointments**”) constitutes an “interested person transaction” under Chapter 9 of the Listing Manual. The Appointments, when aggregated with the existing interested person transactions between (i) CapitaLand and its entities at risk (collectively, the “**CapitaLand Entities**”); and (ii) Temasek and its non-listed associates during the current financial year would exceed 3.0% of the latest audited net tangible assets (“**NTA**”) of CapitaLand and its subsidiaries (collectively, the “**CapitaLand Group**”). Accordingly, under Rule 905 of the Listing Manual, CapitaLand is required to make an announcement of the Appointments.

### **3. RATIONALE AND KEY TERMS OF THE APPOINTMENTS**

The FRS central platform, including the accompanying centralised visitor management system feature, will be owned and operated by CLBS. After the FRS central platform is set up, the FRS will be implemented at CapitaSpring and other selected properties managed by the CapitaLand Group, and will bring convenience to tenants and visitors, as well as improve the security at such properties.

Comparative quotations were sought by CapitaLand from Certis and other service providers, and the quotations submitted to CapitaLand were evaluated based on various factors including technical capabilities and pricing. Certis was evaluated to have the best technical capabilities and most competitive pricing.

In respect of the CapitaSpring FRS Appointment, the total fees payable by the CapitaSpring Owner is S\$845,343.00. CapitaLand’s portion of the total fees (being 45% in accordance with its interest in the CapitaSpring Owner) is S\$380,404.35.

### **4. AUDIT COMMITTEE STATEMENT**

The Audit Committee has considered the terms of the Appointments and is of the view that the Appointments are on normal commercial terms and are not prejudicial to the interests of CapitaLand and its minority shareholders.

## **5. TOTAL VALUE OF INTERESTED PERSON TRANSACTIONS FOR THE CURRENT FINANCIAL YEAR**

As at the date of this announcement:

- (a) the value of all interested person transactions entered into between (i) the CapitaLand Entities; and (ii) Temasek and its non-listed associates during the current financial year (including the Appointments) is approximately S\$6,036.9 million<sup>1</sup>; and
- (b) the value of all interested person transactions entered into between (i) the CapitaLand Entities; and (ii) all interested persons (including Temasek and its listed and non-listed associates) during the current financial year (including the Appointments) is approximately S\$6,037.0 million<sup>1</sup>.

## **6. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS**

Mr Lee Ching Yen Stephen, a non-executive independent director of CapitaLand, is also a director of Temasek. He is not a member of the Audit Committee of CapitaLand.

Save as disclosed above, none of the Directors and the controlling shareholder have any interest, direct or indirect, in the Appointments.

By Order of the Board

Michelle Koh  
Company Secretary  
17 June 2019

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<sup>1</sup> This includes the consideration value of S\$6,035.9 million for the proposed acquisition of shares in each of Ascendas Pte Ltd and Singbridge Pte. Ltd., for which the approval of shareholders of CapitaLand was obtained at an extraordinary general meeting held on 12 April 2019.