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NEWS RELEASE

CMT and CCT announce proposed merger to form CapitaLand Integrated Commercial Trust, 3rd largest REIT in APAC

DPU accretive transaction will create the largest proxy for Singapore commercial real estate with a combined property value of S$22.9 billion[1]

Singapore, 22 January 2020 – CapitaLand Mall Trust Management Limited (CMTML) and CapitaLand Commercial Trust Management Limited (CCTML), the respective managers of CapitaLand Mall Trust (CMT) and CapitaLand Commercial Trust (CCT), today jointly announced the proposed merger of CMT and CCT (the Proposed Merger) to create a diversified commercial real estate investment trust (REIT) to be named "CapitaLand Integrated Commercial Trust" (CICT or merged entity). CICT is expected to be the third largest REIT in Asia Pacific (APAC) and the largest REIT in Singapore, with a market capitalisation of S$16.8 billion[2] and a combined property value of S$22.9 billion[1].

The Proposed Merger will be effected by way of a trust scheme of arrangement, with CMT acquiring all units of CCT (CCT Units) for a total consideration comprising approximately 88% in new units in CMT (CMT Units) and 12% in cash. The consideration per CCT Unit comprises 0.720 new CMT Units and S$0.2590 in cash. This implies a gross exchange ratio of 0.820. Following the Proposed Merger, CapitaLand Limited will retain its sponsor stake of approximately 29.1%[3] in the merged entity.

CICT brings together CMT's portfolio of 15 downtown and suburban malls in Singapore with CCT's portfolio of 10 prime office assets – eight in Singapore and two in Frankfurt, Germany. It will become the largest proxy for Singapore commercial real estate with a portfolio of 24[4] properties valued at S$22.9 billion[1], of which 96% of this value are assets located in Singapore.

Ms Teo Swee Lian, Chairman of CMTML, said: "As the respective best-in-class players in retail and office with proven track records in value creation, CMT and CCT are heading to the Proposed Merger from a position of strength. This is a game-changer that will propel both CMT and CCT towards a higher and more sustainable growth trajectory beyond what is achievable with each REIT's current focus on a single asset class. We are excited about the

[1] Based on property value as at 31 December 2019.
[2] Illustrative market capitalisation calculated as the sum of (i) the market capitalisation of CMT of S$9.6 billion as at 21 January 2020; (ii) the portion of the Scheme Consideration to be satisfied in new CMT units based on a gross exchange ratio of 0.820; and (iii) the value of the acquisition fee to be issued in new CMT units at S$2.59 per unit.
[3] Illustrative unitholding structure based on latest available information as at 21 January 2020.
[4] The combined entity will own 100% of Raffles City Singapore.

prospects for our future and the growth we can deliver for our combined group of unitholders, many of whom already hold stakes in both REITs today."

Mr Soo Kok Leng, Chairman of CCTML, said: "The Proposed Merger is a win-win for both CMT and CCT. Our complementary skill sets will strengthen the ability of the merged entity to capitalise on future growth opportunities as commercial development trends towards mixed-use integrating work-live-play offerings. As of today, about 29% of the combined portfolio value of the two REITs already features integrated retail and office components. This includes Raffles City Singapore, which is co-owned by CMT and CCT. It is therefore a logical progression for both REITs to come together as one entity to more efficiently capture additional growth opportunities over the long term."

Mr Tony Tan, CEO of CMTML, said: "The merged entity will have a combined property value almost double that of CMT's, and a 75% larger market capitalisation from where we are today. On a pro forma basis, FY 2019 distribution per unit would have increased by 1.6%. With a more balanced exposure across retail, office and integrated developments; reduced asset concentration risk; and a well-diversified tenant base, the merged entity can offer greater stability through market cycles. In addition, while Singapore remains the predominant focus, the merged entity can undertake overseas acquisitions in developed countries of up to 20% of property value or S$4.6 billion. Our capital can thus be efficiently deployed to where we see the best risk-return opportunities across asset classes and markets."

Mr Kevin Chee, CEO of CCTML, said: "The Proposed Merger is a new milestone in the development of CCT, having grown over the years through proactive portfolio reconstitution and developments. The benefits of a larger and more diversified asset base under the merged entity are manifold and immediate. On a pro forma basis, FY 2019 distribution per unit for CCT unitholders would have grown by 6.5%. With an enlarged balance sheet and a higher debt headroom, we will have greater financial flexibility to power our organic and inorganic growth through more proactive asset enhancements and larger investments. With greater funding capacity, we can also act more swiftly and provide certainty of financing for third-party acquisitions."

<u>Rationale and benefits to unitholders</u>

1. Leadership: Best-in-class commercial REIT platform with leading scale and efficiency

CICT will be the proxy for Singapore commercial real estate with a high-quality portfolio of 24 income producing assets used predominantly for retail and office. Its balanced portfolio comprises eight office assets, 11 retail assets and five integrated developments, which account for approximately 38%, 33% and 29% of the total property value respectively.

CICT is expected to be the largest REIT in Singapore and the third largest REIT in APAC. As a result, it will enjoy greater visibility among the investment community, which may help to drive higher trading liquidity with the potential for positive re-rating.

2. Growth: Higher growth potential with larger capacity and broader investment mandate

CICT will have enhanced capacity to take on larger investments across markets and be better positioned to leverage future real estate trends. The greater financial flexibility will strengthen its position to take on large-scale integrated developments that the standalone entities would otherwise not be able to. An example is Raffles City Singapore[5], currently held by both CMT and CCT.

CICT will be able to capitalise on combined domain expertise, with CMT and CCT's proven track record in repositioning their respective portfolios. In addition, CICT may take on overseas acquisitions of up to S$4.6 billion in developed countries (assuming 20% of its portfolio property value) while remaining predominantly Singapore focused.

3. Resilience: Enhanced resilience and stability through market cycles

The combination of the blue-chip portfolios from CMT and CCT will lead to a more balanced exposure across office, retail and integrated developments, providing stability for CICT's overall portfolio performance and income. The combined size and sector diversification also result in a more resilient platform that will improve the merged entity's ability to invest sustainably through the cycles.

CICT will also enjoy increased flexibility to undertake portfolio rejuvenation and redevelopment with reduced impact on income. Asset concentration risk will also be greatly reduced. In the case of CMT, the net property income contribution of its top five assets will decrease from 51% to 43% post-Proposed Merger. For CCT, the contribution decreases from 83% to 43% post-Proposed Merger.

4. Accretion: DPU accretive to unitholders

On a pro forma basis, the Proposed Merger will be distribution per unit (DPU) accretive for both CMT and CCT unitholders. The FY 2019 pro forma DPU for CMT would have increased 1.6% from 11.97 cents to 12.16 cents and the DPU for CCT would see an accretion of 6.5% from 8.88 cents to 9.46 cents.

Approvals required

The Proposed Merger is subject to the approval by unitholders of CMT and CCT at extraordinary general meetings to be convened by CMT and CCT respectively, the approval by unitholders of CCT at a scheme meeting to be convened by CCT, as well as regulatory and other third party approvals.

After obtaining the necessary approvals, the Proposed Merger is expected to be completed before the end of 2Q 2020. Thereafter, CCT will become a wholly owned sub-trust of CMT and will be delisted from the Singapore Exchange.

[5] Valued at S$3.38 billion as at 31 December 2019.

Financial and legal advisers

J.P. Morgan (S.E.A.) Limited and Credit Suisse (Singapore) Limited are the financial advisers to the managers of CMT and CCT respectively for the Proposed Merger. Allen and Gledhill LLP and WongPartnership LLP are acting as legal counsels to the managers of CMT and CCT respectively for the Proposed Merger.

About CapitaLand Mall Trust (www.cmt.com.sg)

CapitaLand Mall Trust (CMT) is the first real estate investment trust (REIT) listed on Singapore Exchange Securities Trading Limited (SGX-ST) in July 2002. At S$9.1 billion as at 31 December 2019, CMT is also the largest retail REIT by market capitalisation in Singapore.

CMT owns and invests in quality income-producing assets which are used, or predominantly used, for retail purposes primarily in Singapore. CMT's 15 quality shopping malls, which are strategically located in the suburban areas and downtown core of Singapore, comprise Tampines Mall, Junction 8, Funan, IMM Building, Plaza Singapura, Bugis Junction, JCube, Raffles City Singapore (40.0% interest), Lot One Shoppers' Mall, 90 out of 91 strata lots in Bukit Panjang Plaza, The Atrium@Orchard, Clarke Quay, Bugis+, Bedok Mall and Westgate. As at 31 December 2019, CMT owns 11.0% interest in CapitaLand Retail China Trust, the first China shopping mall REIT listed on SGX-ST in December 2006.

CMT is included in several indices. These include the FTSE4Good Index Series (FTSE4Good), iEdge SG ESG Indices, MSCI World Index, FTSE EPRA Nareit Global Real Estate Index Series and FTSE Straits Times Index. CMT has been affirmed an 'A2' issuer rating by Moody's Investors Service, the highest rating assigned to a Singapore REIT.

CMT is managed by CapitaLand Mall Trust Management Limited, which is a wholly owned subsidiary of Singapore-listed CapitaLand Limited, one of Asia's largest diversified real estate groups.

About CapitaLand Commercial Trust (www.cct.com.sg)

CapitaLand Commercial Trust (CCT) is Singapore's first listed commercial real estate investment trust (REIT) with a market capitalisation of approximately S$7.7 billion as at 31 December 2019. Listed on Singapore Exchange Securities Trading Limited (SGX-ST) since May 2004, CCT aims to own and invest in real estate and real estate-related assets which are income-producing and predominantly used for commercial purposes. CCT's deposited property is approximately S$11.8 billion as at 31 December 2019 comprising a portfolio of eight prime commercial properties in Singapore and two properties in Frankfurt, Germany. The properties in Singapore are Capital Tower, CapitaGreen, Asia Square Tower 2, Six Battery Road, Raffles City (60.0% interest through RCS Trust), One George Street (50.0% interest through OGS LLP), 21 Collyer Quay (HSBC Building) and CapitaSpring (45.0% interest through Glory Office Trust and Glory SR Trust), an upcoming 51-storey integrated development in Raffles Place. The properties in Germany are Gallileo (94.9% interest), in the Banking District of Frankfurt, and Main Airport Center (94.9% interest) near Frankfurt Airport.

CCT is included in several indices. These include the Morgan Stanley Capital International, Inc (MSCI) Index, MSCI World ESG Leaders Index, FTSE4Good Index Series (FTSE4Good), the FTSE EPRA Nareit Global Real Estate Index Series, the iEdge SGX Sustainability Index and FTSE Straits Times Index.

CCT is managed by CapitaLand Commercial Trust Management Limited, which is a wholly owned subsidiary of Singapore-listed CapitaLand Limited, one of Asia's largest diversified real estate groups.

About CapitaLand Limited (www.capitaland.com)
CapitaLand Limited (CapitaLand) is one of Asia's largest diversified real estate groups. Headquartered and listed in Singapore, it owns and manages a global portfolio worth S$131.7 billion as at 30 September 2019. CapitaLand's portfolio spans across diversified real estate classes which includes commercial, retail; business park, industrial and logistics; integrated development, urban development; as well as lodging and residential. With a presence across more than 200 cities in over 30 countries, the Group focuses on Singapore and China as its core markets, while it continues to expand in markets such as India, Vietnam, Australia, Europe and the USA.

CapitaLand has one of the largest real estate investment management businesses globally. It manages seven listed real estate investment trusts (REITs) and business trusts as well as over 20 private funds. Since it pioneered REITs in Singapore with the listing of CapitaLand Mall Trust in 2002, CapitaLand's REITs and business trusts have expanded to include Ascendas Real Estate Investment Trust, CapitaLand Commercial Trust, Ascott Residence Trust, CapitaLand Retail China Trust, Ascendas India Trust and CapitaLand Malaysia Mall Trust.

Jointly Issued by: CapitaLand Mall Trust Management Limited (Company registration no. 200106159R) and CapitaLand Commercial Trust Management Limited (Company registration no. 200309059W)

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Responsibility Statements

CMTML (as manager of CMT)(CMT Manager)

The directors of the CMT Manager (including those who may have delegated detailed supervision of this press release) have taken all reasonable care to ensure that the facts stated and opinions expressed in this press release which relate to CMT and/or the CMT Manager (excluding those relating to CCT and/or CCTML (as manager of CCT)(CCT Manager)) are fair and accurate and that there are no other material facts not contained in this press release the omission of which would make any statement in this press release misleading. The directors of the CMT Manager jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from CCT and/or the CCT Manager, the sole responsibility of the directors of the CMT Manager has been to ensure through reasonable enquiries that such information is accurately extracted from such sources or,

as the case may be, reflected or reproduced in this press release. The directors of the CMT Manager do not accept any responsibility for any information relating to CCT and/or the CCT Manager or any opinion expressed by CCT and/or the CCT Manager.

CCT Manager

The directors of the CCT Manager (including those who may have delegated detailed supervision of this press release) have taken all reasonable care to ensure that the facts stated and opinions expressed in this press release which relate to CCT and/or the CCT Manager (excluding those relating to CMT and/or the CMT Manager) are fair and accurate and that there are no other material facts not contained in this press release the omission of which would make any statement in this press release misleading. The directors of the CCT Manager jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from CMT and/or the CMT Manager, the sole responsibility of the directors of the CCT Manager has been to ensure through reasonable enquiries that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this press release. The directors of the CCT Manager do not accept any responsibility for any information relating to CMT and/or the CMT Manager or any opinion expressed by CMT and/or the CMT Manager.

Important Notice

The value of the CMT Units and the CCT Units and the income derived from them may fall as well as rise. The CMT Units and the CCT Units are not obligations of, deposits in, or guaranteed by, the CMT Manager or the CCT Manager (as the case may be) or any of their respective affiliates.

An investment in the CMT Units or the CCT Units is subject to investment risks, including the possible loss of the principal amount invested. Investors have no right to request the CMT Manager or the CCT Manager to redeem their CMT Units or CCT Units (as the case may be) while the CMT Units or the CCT Units (as the case may be) are listed. It is intended that CMT Unitholders and CCT Unitholders may only deal in their CMT Units and CCT Units (as the case may be) through trading on the SGX-ST. Listing of the CMT Units and CCT Units on the SGX-ST does not guarantee a liquid market for the CMT Units and CCT Units (as the case may be).

This press release is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for CMT Units or CCT Units. The past performance of CMT, the CMT Manager, CCT and the CCT Manager is not necessarily indicative of their respective future performances.

This press release may contain forward-looking statements that involve assumptions, risks and uncertainties. Actual future performance, outcomes and results may differ materially from those expressed in forward-looking statements as a result of a number of risks, uncertainties and assumptions. Representative examples of these factors include (without limitation) general industry and economic conditions, interest rate trends, cost of capital and capital availability, competition from other developments or companies, shifts in expected levels of occupancy rate, property rental income, charge out collections, changes in operating expenses (including employee wages, benefits and training costs), governmental and public policy changes and the continued availability of financing in the amounts and the terms necessary to support future business. None of CMT, the CMT Manager, CCT and the CCT Manager undertakes any obligation to update publicly or revise any forward-looking statements.

You are cautioned not to place undue reliance on these forward-looking statements, which are based on the CMT Manager and/or the CCT Manager current view on future events.

Where any information has been extracted or reproduced from published or otherwise publicly available sources, the sole responsibility of the directors of the CMT Manager and the CCT Manager has been to ensure through reasonable enquiries that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this press release. The directors of the CMT Manager do not accept any responsibility for any information relating to CCT and/or the CCT Manager or any opinion expressed by CCT and/or the CCT Manager. The directors of the CCT Manager do not accept any responsibility for any information relating to CMT and/or the CMT Manager or any opinion expressed by CMT and/or the CMT Manager.