# SECURITIES AND FUTURES ACT (CAP. 289) SECURITIES AND FUTURES (DISCLOSURE OF INTERESTS) REGULATIONS 2012

# NOTIFICATION FORM FOR SUBSTANTIAL SHAREHOLDER(S)/UNITHOLDER(S) IN RESPECT OF INTERESTS IN SECURITIES

FORM

3
(Electronic Format)

#### **Explanatory Notes**

- 1. Please read the explanatory notes carefully before completing the notification form.
- 2. This form is for a Substantial Shareholder(s)/Unitholder(s) to give notice under section 135, 136, 137, 137J (as applicable to sections 135, 136 and 137) or 137U (as applicable to sections 135, 136 and 137) of the Securities and Futures Act (the "SFA").
- 3. This electronic Form 3 and a separate Form C, containing the particulars and contact details of the Substantial Shareholder(s)/Unitholder(s), must be completed by the Substantial Shareholder(s)/Unitholder(s) or a person duly authorised by the Substantial Shareholder(s)/Unitholder(s) to do so. The person so authorised should maintain records of information furnished to him by the Substantial Shareholder(s)/Unitholder(s).
- 4. This form and Form C, are to be completed electronically and sent to the Listed Issuer via an electronic medium such as an e-mail attachment. The Listed Issuer will attach both forms to the prescribed SGXNet announcement template for dissemination as required under section 137G(1), 137R(1) or 137ZC(1) of the SFA, as the case may be. While Form C will be attached to the announcement template, it will not be disseminated to the public and is made available only to the Monetary Authority of Singapore (the "Authority").
- 5. Where a transaction results in similar notifiable obligations on the part of more than one Substantial Shareholder/Unitholder, all of these Substantial Shareholders/Unitholders may give notice using the same notification form.
- 6. A single form may be used by a Substantial Shareholder/Unitholder for more than one transaction resulting in notifiable obligations which occur within the same notifiable period (i.e. within two business days of becoming aware of the earliest transaction). There must be no netting-off of two or more notifiable transactions even if they occur within the same day.
- 7. All applicable parts of the notification form must be completed. If there is insufficient space for your answers, please include attachment(s) by clicking the paper clip icon on the bottom left-hand corner or in item 11 of Part II or item 10 of Part III. The total file size for all attachment(s) should not exceed 1MB.
- 8. Except for item 5 of Part II and item 1 of Part IV, please select only one option from the relevant check boxes.
- 9. Please note that submission of any false or misleading information is an offence under Part VII of the SFA.
- 10. In this form, the term "Listed Issuer" refers to -
  - (a) a company incorporated in Singapore any or all of the shares in which are listed for quotation on the official list of a securities exchange;
  - (b) a corporation (not being a company incorporated in Singapore, or a collective investment scheme constituted as a corporation) any or all of the shares in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing;

- (c) a registered business trust (as defined in the Business Trusts Act (Cap. 31A)) any or all of the units in which are listed for quotation on the official list of a securities exchange;
- (d) a recognised business trust any or all of the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing; or
- (e) a collective investment scheme that is a trust, that invests primarily in real estate and real estaterelated assets specified by the Authority in the Code on Collective Investment Schemes, and any or all the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing ("Real Estate Investment Trust").
- 11. For further instructions and guidance on how to complete this notification form, please refer to section 7 of the User Guide on Electronic Notification Forms which can be accessed at the Authority's Internet website at <a href="http://www.mas.gov.sg">http://www.mas.gov.sg</a> (under "Regulations and Financial Stability", "Regulations, Guidance and Licensing", "Securities, Futures and Fund Management", "Forms", "Disclosure of Interests").

Part I - General

Name of Listed Issuer:
CapitaLand Retail China Trust
Type of Listed Issuer:  ☐ Company/Corporation ☐ Registered/Recognised Business Trust ✔ Real Estate Investment Trust  Name of Trustee-Manager/Responsible Person:
CapitaLand Retail China Trust Management Limited
Is more than one Substantial Shareholder/Unitholder giving notice in this form?  No (Please proceed to complete Part II)
✓ Yes (Please proceed to complete Parts III & IV)
Date of notification to Listed Issuer:
05-Jul-2019

## Part III - Substantial Shareholder(s)/Unitholder(s) Details

[To be used for multiple Substantial Shareholders/Unitholders to give notice]

Substantial Shareholder/Unitholder A
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Sub	Stantial Shareholder/Onlinoider A			
1.	Name of Substantial Shareholder/	Unitholder:		٦
	TJ Holdings (III) Pte. Ltd.			
2.	Is Substantial Shareholder/Unithousecurities of the Listed Issuer are h			vhose interest in the
	✓ No			
3.	Notification in respect of:			
	✓ Becoming a Substantial Sharehold	ler/Unitholder		
	Change in the percentage level of	interest while still re	maining a Substantial	Shareholder/Unitholde
	Ceasing to be a Substantial Share	holder/Unitholder		
4.	Date of acquisition of or change in	interest:		
	03-Jul-2019			
5.	Date on which Substantial Sharehochange in, interest (if different			•
	03-Jul-2019			
6.	Explanation (if the date of becoming change in, interest):	ng aware is differe	ent from the date of	acquisition of, or the
	N.A.			
7.	Quantum of total voting shares/un warrants/convertible debentures (convertible debentures) unitholder before and after the transport	conversion price k	•	
	Immediately before the transaction	Direct Interest	Deemed Interest	Total
No.	of voting shares/units held and/or	0	0	0

Immediately before the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures:	0	0	0
As a percentage of total no. of voting shares/units:	0	0	0
Immediately after the transaction	Direct Interest	Deemed Interest	Total
Immediately after the transaction  No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures :	Direct Interest	Deemed Interest 379,839,424	Total 379,839,424

8. Circumstances giving rise to deemed interests (*if the interest is such*):
[You may attach a chart in item 10 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises]

Pursuant to a share purchase agreement dated 14 January 2019 (the "14 January SPA") between CLA Real Estate Holdings Pte. Ltd. (formerly known as Ascendas-Singbridge Pte. Ltd.) ("CLA") and CapitaLand Limited ("CL"), CL agreed to acquire all the issued ordinary shares of Ascendas Pte Ltd and Singbridge Pte. Ltd. from CLA for a consideration of S\$6,035.9 million (rounded to the nearest one decimal place), of which an amount of S\$3,017.9 million (rounded to the nearest one decimal place) was satisfied by way of issuance of 862,264,714 Shares to CLA. Completion of said issuance took place on 28 June 2019.

CLA and Temasek Holdings (Private) Limited ("Temasek") had entered into a share purchase agreement dated 28 June 2019 (the "28 June SPA"), where Temasek agreed to sell, and CLA agreed to purchase 1,680,704,140 shares in CL ("Sale Shares") for a consideration amount of S\$3.36 per Sale Share (rounded down to the nearest two decimal places) in accordance with the terms of the 28 June SPA. Completion of the 28 June SPA took place on 3 July 2019.

Following the completion of the 28 June SPA, CLA has an aggregate direct interest in 2,542,968,854 shares in CL, representing approximately 50.48% of the issued shares in CL.

CL is deemed to have an interest in the unitholdings of HSBC Institutional Trust Services (Singapore) Limited (as trustee of CapitaLand Mall Trust) ("HSBC") and its wholly-owned subsidiaries, Retail Crown Pte. Ltd. ("RCPL") and CapitaLand Retail China Trust Management Limited ("CRCTML"). As at 3 July 2019, HSBC has a direct interest in 122,705,000 units in the Listed Issuer ("Units"); RCPL has a direct interest in 198,612,847 Units; and CRCTML has a direct interest in 58,521,577 Units. CL is therefore deemed to have an interest in a total of 379,839,424 Units.

CLA is deemed to have an interest in the 379,839,424 Units that CL is deemed to be interested in by virtue of Section 4 of the Securities and Futures Act (Cap, 289, 2006 Rev Ed) (the "SFA").

TJ Holdings (III) Pte. Ltd. ("TJ(III)") holds 100% of the equity interest in CLA and TJ(III) is therefore deemed to be interested in the Units that CLA is deemed to be interested in by virtue of Section 4 of the SFA.

- 9. Relationship between the Substantial Shareholders/Unitholders giving notice in this form: [You may attach a chart in item 10 to show the relationship between the Substantial Shareholders/Unitholders]
  - (i) TJ Holdings (III) Pte. Ltd. is a subsidiary of Glenville Investments Pte. Ltd.
  - (ii) Glenville Investments Pte. Ltd. is a subsidiary of Mawson Peak Holdings Pte. Ltd.
  - (iii) Mawson Peak Holdings Pte. Ltd. is a subsidiary of Bartley Investments Pte. Ltd.
  - (iv) Bartley Investments Pte. Ltd. is a subsidiary of Tembusu Capital Pte. Ltd.
  - (v) Tembusu Capital Pte. Ltd. is a subsidiary of Temasek Holdings (Private) Limited

10.	Attachments	(if anv)	9
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(The total file size for all attachment(s) should not exceed 1MB.)

- 11. If this is a **replacement** of an earlier notification, please provide:
  - (a) SGXNet announcement reference of the <u>first</u> notification which was announced on SGXNet (*the "Initial Announcement"*):

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(b) Date of the Initial Announcement:

(c) 15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:

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		ı	l .	ı			ı	l
		ı	l .	ı			ı	ı
		ı	l .	ı			ı	ı

12. Remarks (if any):

Unitholding percentage before and after the change of interest is computed based on the total number of 998,517,317 issued Units. In this notice, figures are rounded down to the nearest 0.01%. Substantial Shareholder/Unitholder B 1. Name of Substantial Shareholder/Unitholder: Glenville Investments Pte. Ltd. 2. Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)? ☐ Yes ✓ No 3. Notification in respect of: ✓ Becoming a Substantial Shareholder/Unitholder
 Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder Ceasing to be a Substantial Shareholder/Unitholder 4. Date of acquisition of or change in interest: 03-Jul-2019 5. Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest (if different from item 4 above, please specify the date): 03-Jul-2019 6. Explanation (if the date of becoming aware is different from the date of acquisition of, or the change in, interest): N.A.

7. Quantum of total voting shares/units (including voting shares/units underlying rights/options/warrants/convertible debentures {conversion price known}) held by Substantial Shareholder/Unitholder before and after the transaction:

Immediately before the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures:	0	0	0
As a percentage of total no. of voting shares/units:	0	0	0
Immediately after the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures :	0	379,839,424	379,839,424

8.	[You	umstances giving rise to deeme may attach a chart in item 10 to il est arises]	•	•	r/Unitholder's deemed
	100%	ille Investments Pte. Ltd. ("Glenville' of the equity interest in CLA and Gle ed to be interested in by virtue of Se	enville is therefore de		
9.	[You	tionship between the Substant may attach a chart in item 10 to s polders]		• •	
	(ii) Gle (iii) M (iv) Ba	Holdings (III) Pte. Ltd. is a subsidiary ( enville Investments Pte. Ltd. is a subs awson Peak Holdings Pte. Ltd. is a su artley Investments Pte. Ltd. is a subsi mbusu Capital Pte. Ltd. is a subsidian	sidiary of Mawson Pe ubsidiary of Bartley In diary of Tembusu Ca	ak Holdings Pte. Ltd. Ivestments Pte. Ltd. pital Pte. Ltd.	
10.	Atta	chments (if any):  (The total file size for all attachment	t(s) should not exceed	I 1MB.)	
11.	If thi	s is a <b>replacement</b> of an earlied SGXNet announcement refer on SGXNet (the "Initial Annotation")	rence of the <b>first</b>	•	was announced
	(b)	Date of the Initial Announcen	nent:		
	(c)	15-digit transaction reference which was attached in the Ini			n in the Form 3
12.	Rem	arks ( <i>if any</i> ):			
	Please	e refer to paragraph 12 of the notice	given by Substantial	Shareholder A above.	
		al Shareholder/Unitholder C	•		

1.	Name of Substantial Shareholder/U	Jnitholder:		
	Mawson Peak Holdings Pte. Ltd.			
2.	Is Substantial Shareholder/Unithousecurities of the Listed Issuer are hardy Yes  No		•	hose interest in the
3.	Notification in respect of:			
	✓ Becoming a Substantial Sharehold	ler/Unitholder		
	☐ Change in the percentage level of	interest while still re	maining a Substantial	Shareholder/Unitholder
	Ceasing to be a Substantial Share	holder/Unitholder		
4.	Date of acquisition of or change in	interest:		
	03-Jul-2019			
5.	Date on which Substantial Sharehochange in, interest (if different			
	03-Jul-2019			
6.	Explanation (if the date of becoming change in, interest):	ng aware is differe	ent from the date of	acquisition of, or the
	N.A.			
7.	Quantum of total voting shares/un warrants/convertible debentures (convertible debentures) Unitholder before and after the transport of the state of	conversion price k	•	
	Immediately before the transaction	Direct Interest	Deemed Interest	Total
und	of voting shares/units held and/or derlying the rights/options/warrants/ overtible debentures:	0	0	0

Immediately before the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures:	0	0	0
As a percentage of total no. of voting shares/units:	0	0	0
Immediately after the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or	0	379,839,424	379.839.424
underlying the rights/options/warrants/convertible debentures:		,	077,007,121

8. Circumstances giving rise to deemed interests (*if the interest is such*):
[You may attach a chart in item 10 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises]

	Mawson Peak Holdings Pte. Ltd. ("Mawson") holds 100% of the equity interest in Glenville, which holds 100% of the equity interest in TJ(III), which in turn holds 100% of the equity interest in CLA and Mawson is therefo deemed to be interested in the Units that CLA is deemed to be interested in by virtue of Section 4 of the SFA
9.	Relationship between the Substantial Shareholders/Unitholders giving notice in this form: [You may attach a chart in item 10 to show the relationship between the Substantial Shareholders/Unitholders]
	(i) TJ Holdings (III) Pte. Ltd. is a subsidiary of Glenville Investments Pte. Ltd. (ii) Glenville Investments Pte. Ltd. is a subsidiary of Mawson Peak Holdings Pte. Ltd. (iii) Mawson Peak Holdings Pte. Ltd. is a subsidiary of Bartley Investments Pte. Ltd. (iv) Bartley Investments Pte. Ltd. is a subsidiary of Tembusu Capital Pte. Ltd. (v) Tembusu Capital Pte. Ltd. is a subsidiary of Temasek Holdings (Private) Limited
10.	
	(The total file size for all attachment(s) should not exceed 1MB.)
11.	If this is a <b>replacement</b> of an earlier notification, please provide:
	(a) SGXNet announcement reference of the <u>first</u> notification which was announced on SGXNet (the "Initial Announcement"):
	(b) Date of the Initial Announcement:
	(c) 15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:
12.	Remarks ( <i>if any</i> ):
	Please refer to paragraph 12 of the notice given by Substantial Shareholder A above.
Sub	bstantial Shareholder/Unitholder D
<u>Sub</u>	bstantial Shareholder/Unitholder D  Name of Substantial Shareholder/Unitholder:
	Name of Substantial Shareholder/Unitholder:
1.	Name of Substantial Shareholder/Unitholder:  Bartley Investments Pte. Ltd.  Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)?  Yes
1.	Name of Substantial Shareholder/Unitholder:  Bartley Investments Pte. Ltd.  Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)?  Yes  No  Notification in respect of:

	N.A.			
7.	Quantum of total voting shares/un warrants/convertible debentures {u Unitholder before and after the train	conversion price k	•	
	Immediately before the transaction	Direct Interest	Deemed Interest	Total
und	of voting shares/units held and/or lerlying the rights/options/warrants/ vertible debentures:	0	0	0
As a	a percentage of total no. of voting shares/	0	0	0
	Immediately after the transaction	Direct Interest	Deemed Interest	Total
und	of voting shares/units held and/or lerlying the rights/options/warrants/ vertible debentures :	0	379,839,424	379,839,424
As a	a percentage of total no. of voting shares/	0	38.04	38.04
8.	Circumstances giving rise to deem [You may attach a chart in item 10 to interest arises]			r/Unitholder's deemed
	Bartley Investments Pte. Ltd. ("Bartley") h the equity interest in Glenville, which hol the equity interest in CLA and Bartley is the be interested in by virtue of Section 4 of	ds 100% of the equit herefore deemed to I	y interest in TJ(III), whic	ch in turn holds 100% of
9.	Relationship between the Substant [You may attach a chart in item 10 to substant the substant of the substant in item 10 to substant in i			
	(i) TJ Holdings (III) Pte. Ltd. is a subsidiary (ii) Glenville Investments Pte. Ltd. is a sub			

(iii) Mawson Peak Holdings Pte. Ltd. is a subsidiary of Bartley Investments Pte. Ltd. (iv) Bartley Investments Pte. Ltd. is a subsidiary of Tembusu Capital Pte. Ltd. (v) Tembusu Capital Pte. Ltd. is a subsidiary of Temasek Holdings (Private) Limited

Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the

Explanation (if the date of becoming aware is different from the date of acquisition of, or the

change in, interest (if different from item 4 above, please specify the date):

4.

5.

6.

03-Jul-2019

03-Jul-2019

change in, interest):

Date of acquisition of or change in interest:

10.	Attachments (If any): 1
	(The total file size for all attachment(s) should not exceed 1MB.)
11.	If this is a replacement of an earlier notification, please provide:
	(a) SGXNet announcement reference of the <u>first</u> notification which was announced on SGXNet (the "Initial Announcement"):
	(b) Date of the Initial Announcement:
40	(c) 15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:
12.	Remarks (if any):
	Please refer to paragraph 12 of the notice given by Substantial Shareholder A above.
Sub	stantial Shareholder/Unitholder E
1.	Name of Substantial Shareholder/Unitholder:
	Tembusu Capital Pte. Ltd.
2.	Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)?  Yes  No
3.	Notification in respect of:  ✓ Becoming a Substantial Shareholder/Unitholder
	☐ Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder
	Ceasing to be a Substantial Shareholder/Unitholder
4.	Date of acquisition of or change in interest:
	03-Jul-2019
5.	Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest (if different from item 4 above, please specify the date):
	03-Jul-2019
6.	Explanation (if the date of becoming aware is different from the date of acquisition of, or the change in, interest):
	N.A.

7.	Quantum of total voting shares/units (including voting shares/units underlying rights/options/
	warrants/convertible debentures {conversion price known}) held by Substantial Shareholder/
	Unitholder before and after the transaction:

Immediately before the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures:	0	0	0
As a percentage of total no. of voting shares/units:	0	0	0
Immediately after the transaction	Direct Interest	Deemed Interest	Total
Immediately after the transaction  No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures :	Direct Interest 0	Deemed Interest 379,839,424	Total 379,839,424

8. Circumstances giving rise to deemed interests (*if the interest is such*):
[You may attach a chart in item 10 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises]

Tembusu Capital Pte. Ltd. ("Tembusu") holds 100% of the equity interest in Bartley, which holds 100% of the equity interest in Mawson, which holds 100% of the equity interest in Glenville, which holds 100% of the equity interest in TJ(III), which in turn holds 100% of the equity interest in CLA and Tembusu is therefore deemed to be interested in the Units that CLA is deemed to be interested in by virtue of Section 4 of the SFA.

- 9. Relationship between the Substantial Shareholders/Unitholders giving notice in this form: [You may attach a chart in item 10 to show the relationship between the Substantial Shareholders/Unitholders]
  - (i) TJ Holdings (III) Pte. Ltd. is a subsidiary of Glenville Investments Pte. Ltd.
  - (ii) Glenville Investments Pte. Ltd. is a subsidiary of Mawson Peak Holdings Pte. Ltd.
  - (iii) Mawson Peak Holdings Pte. Ltd. is a subsidiary of Bartley Investments Pte. Ltd.
  - (iv) Bartley Investments Pte. Ltd. is a subsidiary of Tembusu Capital Pte. Ltd.
  - (v) Tembusu Capital Pte. Ltd. is a subsidiary of Temasek Holdings (Private) Limited

10.	Attachments	(if any):	9



(The total file size for all attachment(s) should not exceed 1MB.)

- 11. If this is a **replacement** of an earlier notification, please provide:
  - (a) SGXNet announcement reference of the <u>first</u> notification which was announced on SGXNet (the "Initial Announcement"):

(b)	Date of the Initial Announcement
(D)	Date of the initial Announcement

(c) 15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:

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12.	Remarks (if any):
	Please refer to paragraph 12 of the notice given by Substantial Shareholder A above.

### Part IV - Transaction details

	mber of shares, units, rights, options, warrants and/or principal amount of convertible pentures acquired or disposed of by Substantial Shareholders/Unitholders:
Plea	ase refer to paragraph 8 of the notice for Substantial Unitholder A in Part III above.
	ount of consideration paid or received by Substantial Shareholders/Unitholders (excluding kerage and stamp duties):
Plea	ase refer to paragraph 8 of the notice for Substantial Unitholder A in Part III above.
Circ	cumstance giving rise to the interest or change in interest:
	Securities via market transaction  Securities via off-market transaction (e.g. married deals)  Securities via physical settlement of derivatives or other securities  Securities pursuant to rights issue  Securities via a placement  Securities following conversion/exercise of rights, options, warrants or other convertibles  posal of:  Securities via market transaction  Securities via off-market transaction (e.g. married deals)  per circumstances:  Acceptance of take-over offer for the Listed Issuer  Corporate action by the Listed Issuer which Substantial Shareholders/Unitholders did not participate in (please specify):
	Others ( <i>please specify</i> ): ase refer to paragraph 8 of the notice for Substantial Unitholder A in Part III above.

5.	ı arı	iculars of Individual submitting this notification form to the Listed Issuer:
	(a)	Name of Individual:
		Chua Tse-Ling / Zahedah Abdul Rashid
	(b)	Designation (if applicable):
	(c)	Name of entity (if applicable):
		Temasek Holdings (Private) Limited
		on Reference Number (auto-generated):
8	3 4	9 4 6 4 3 3 3 2 3 0 3 3