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CAPITALAND RETAIL CHINA TRUST

(Constituted in the Republic of Singapore pursuant to a trust deed dated 23 October 2006 (as amended))

ANNOUNCEMENT

RESULTS OF THE PRIVATE PLACEMENT AND PRICING OF NEW UNITS UNDER THE PRIVATE PLACEMENT AND THE PREFERENTIAL OFFERING

*Capitalised terms used herein, unless otherwise defined, shall have the meanings ascribed to them in the announcement of CapitaLand Retail China Trust dated 1 August 2019 titled “Launch of Equity Fund Raising to Raise Gross Proceeds of between S\$273.4 million and S\$279.4 million” (the “**Launch Announcement**”).*

1. INTRODUCTION

Further to the Launch Announcement, CapitaLand Retail China Trust Management Limited, in its capacity as manager of CRCT (the “**Manager**”), wishes to announce that DBS Bank Ltd. and J.P. Morgan (S.E.A.) Limited, as the joint global co-ordinators and bookrunners for the Equity Fund Raising (the “**Joint Global Co-ordinators and Bookrunners**”), have in consultation with the Manager, closed the books of orders for the Private Placement on 1 August 2019.

The Private Placement was over three times covered and saw strong participation from new and existing institutional and other accredited investors.

The issue price per New Unit under the Private Placement has been fixed at S\$1.469 per New Unit (the “**Private Placement Issue Price**”) as agreed between the Manager and the Joint Global Co-ordinators and Bookrunners, following a bookbuilding process and the issue price per New Unit under the Preferential Offering has been fixed at S\$1.440 per New Unit (the “**Preferential Offering Issue Price**”).

The Private Placement Issue Price represents a discount of:

- (i) 5.2% to the closing price of S\$1.5500 per Unit of all trades in the Units on Singapore

Exchange Securities Trading Limited (the “**SGX-ST**”) for the full Market Day¹ on 1 August 2019, being the date on which the Underwriting Agreement (as defined below) was signed;

- (ii) (for illustrative purposes only) 1.2% to the adjusted closing price (“**Adjusted Last Close**”²) of S\$1.4871 per Unit;
- (iii) 6.6% to the volume weighted average price (“**VWAP**”) of S\$1.5728 per Unit of all trades in the Units on the SGX-ST for the full Market Day on 1 August 2019; and
- (iv) (for illustrative purposes only) 2.7% to the adjusted VWAP (“**Adjusted VWAP**”³) of S\$1.5099 per Unit.

The Preferential Offering Issue Price represents a discount of:

- (i) 7.1% to the closing price of S\$1.5500 per Unit of all trades in the Units on SGX-ST for the full Market Day on 1 August 2019;
- (ii) (for illustrative purposes only) 3.2% to the Adjusted Last Close of S\$1.4871 per Unit;
- (iii) 8.4% to the VWAP of S\$1.5728 per Unit; and
- (iv) (for illustrative purposes only) 4.6% to the Adjusted VWAP of S\$1.5099 per Unit.

A total of 105,043,000 New Units will be issued pursuant to the Private Placement and a total of 86,871,006 New Units will be issued pursuant to the Preferential Offering. The total gross proceeds of the Equity Fund Raising will be approximately S\$279.4 million comprising approximately S\$154.3 million from the Private Placement and approximately S\$125.1 million from the Preferential Offering.

2. STATUS OF NEW UNITS

2.1 Entitlement to Cumulative Distribution

CRCT’s policy is to distribute its distributable income on a semi-annual basis to Unitholders.

In connection with the Private Placement, the Manager intends to declare, in respect of the Existing Units, a cumulative distribution for the period from 1 January 2019 to the date immediately prior to the date on which the New Units are issued pursuant to the Private Placement (the “**Cumulative Distribution**”). The quantum of Cumulative Distribution per Existing Unit is currently estimated to be 6.29 Singapore cents⁴. A further announcement on

1 “**Market Day**” means a day on which the SGX-ST is open for securities trading.

2 The “**Adjusted Last Close**” is computed based on the closing price of all trades in the Units on the SGX-ST for the full Market Day on 1 August 2019 and subtracting the estimated Cumulative Distribution of approximately 6.29 Singapore cents per Unit. This amount is only an estimate based on information currently available to the Manager and the actual Cumulative Distribution may differ and will be announced at a later date.

3 The “**Adjusted VWAP**” is computed based on the VWAP of all trades in the Units on the SGX-ST for the full Market Day on 1 August 2019 and subtracting the estimated Cumulative Distribution (as defined in paragraph 9.1 below) of approximately 6.29 Singapore cents per Unit. This amount is only an estimate based on information currently available to the Manager and the actual Cumulative Distribution may differ and will be announced at a later date.

4 This amount is an estimate only based on information currently available to the Manager and the Manager’s estimate of CRCT’s revenue and expenses, and the actual Cumulative Distribution may differ.

the actual quantum of the Cumulative Distribution will be made by the Manager in due course.

The New Units pursuant to the Private Placement are expected to be issued on or around 14 August 2019. The Cumulative Distribution is intended to ensure that the distribution accrued by CRCT up to the day immediately preceding the date of issue of the New Units pursuant to the Private Placement (which at this point, will be entirely attributable to the Existing Units) is only distributed in respect of the Existing Units, and is being proposed as a means to ensure fairness to holders of the Existing Units.

The next distribution following the Cumulative Distribution will comprise CRCT's distributable income for the period from the day the New Units are issued pursuant to the Private Placement to 31 December 2019 (the "**Relevant Period Distribution**"). Semi-annual distributions will resume thereafter.

2.2 Status of New Units issued pursuant to the Private Placement

The New Units issued pursuant to the Private Placement will, upon issue, rank *pari passu* in all respects with the Units in issue on the day immediately prior to the date on which the New Units are issued pursuant to the Private Placement, including the right to CRCT's distributable income from the day of issuance of the New Units pursuant to the Private Placement as well as all distributions thereafter, other than in respect of the Cumulative Distribution and the eligibility to participate in the Preferential Offering.

For the avoidance of doubt, the holders of the New Units to be issued pursuant to the Private Placement will not be entitled to the Cumulative Distribution and will not be eligible to participate in the Preferential Offering.

2.3 Status of New Units issued pursuant to the Preferential Offering

The New Units issued pursuant to the Preferential Offering will, upon issue, rank *pari passu* in all respects with the Units in issue on the day immediately prior to the date on which the New Units are issued pursuant to the Preferential Offering including the right to the Relevant Period Distribution as well as distributions thereafter, other than in respect of the Cumulative Distribution.

For the avoidance of doubt, the holders of the New Units to be issued pursuant to the Preferential Offering will not be entitled to the Cumulative Distribution.

3. USE OF PROCEEDS

Subject to relevant laws and regulations, the Manager intends to use the gross proceeds of approximately S\$279.4 million from the Equity Fund Raising in the following manner:

- (i) approximately S\$274.4 million (which is equivalent to 98.2% of the gross proceeds of the Equity Fund Raising) to finance part of the total acquisition cost of the Proposed Acquisition;
- (ii) approximately S\$5.0 million (which is equivalent to 1.8% of the gross proceeds of the Equity Fund Raising) to pay the estimated fees and expenses, including, professional fees and expenses, incurred or to be incurred by CRCT in connection with the Proposed Acquisition and the Equity Fund Raising,

with the balance of the gross proceeds of the Equity Fund Raising, if any, to be used for general corporate and/or working capital purposes.

Notwithstanding its current intention, the Manager may, subject to relevant laws and regulations, utilise the net proceeds of the Equity Fund Raising at its absolute discretion for other general corporate purposes, including without limitation, the repayment of existing indebtedness and for funding capital expenditures.

The Manager will make periodic announcements on the utilisation of the net proceeds of the Equity Fund Raising via SGXNET as and when such funds are materially disbursed and whether such a use is in accordance with the stated use and in accordance with the percentage allocated. Where proceeds are to be used for working capital purposes, the Manager will disclose a breakdown with specific details on the use of proceeds for working capital in CRCT's announcements on the use of proceeds and in CRCT's annual report and where there is any material deviation from the stated use of proceeds, the Manager will announce the reasons for such deviation.

Pending the deployment of the net proceeds of the Equity Fund Raising, the net proceeds may, subject to relevant laws and regulations, be deposited with banks and/or financial institutions, or be used to repay outstanding borrowings or for any other purpose on a short-term basis as the Manager may, in its absolute discretion, deem fit.

BY ORDER OF THE BOARD

CapitaLand Retail China Trust Management Limited
(Registration Number: 200611176D)
As manager of CapitaLand Retail China Trust

Chuo Cher Shing
Company Secretary

2 August 2019

Important Notice:

This announcement is not for distribution, directly or indirectly, in or into the United States and is not an offer of securities for sale in the United States or any other jurisdictions.

The value of Units and the income derived from them may fall as well as rise. Units are not obligations of, deposits in, or guaranteed by, the manager or any of its affiliates. An investment in Units is subject to investment risks, including the possible loss of the principal amount invested.

Investors have no right to request the Manager to redeem their Units while the Units are listed. It is intended that unitholders may only deal in their Units through trading on the SGX-ST. Listing of the Units on the SGX-ST does not guarantee a liquid market for the Units.

This announcement is for information purposes only and does not constitute or form part of an offer, invitation or solicitation of any securities of CRCT in Singapore or any other jurisdiction nor should it or any part of it form the basis of, or be relied upon in connection with, any contract or commitment

whatsoever.

The past performance of CRCT is not necessarily indicative of the future performance of CRCT.

This announcement 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 similar developments, shifts in expected levels of property rental income, changes in operating expenses (including employee wages, benefits and training costs), property expenses and governmental and public policy changes. Investors are cautioned not to place undue reliance on these forward-looking statements, which are based on the Manager's view of future events.

This announcement is not an offer for sale of securities in CRCT in the United States or any other jurisdiction. The securities in CRCT have not been and will not be registered under the Securities Act and may not be offered or sold in the United States except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable state securities laws. There is no intention to register any portion of the offering in the United States or to conduct a public offering of securities in the United States.

This announcement is not to be distributed or circulated outside of Singapore. Any failure to comply with this restriction may constitute a violation of United States securities laws or the laws of any other jurisdiction.

Notification under Section 309B of the Securities and Futures Act, Chapter 289 of Singapore:

The New Units are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).