# 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 http://www.mas.gov.sg (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: 1. CapitaLand Retail China Trust

2. 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?

3.

(Please proceed to complete Part II)

✓ Yes (Please proceed to complete Parts III & IV)

Date of notification to Listed Issuer: 4.

16-Aug-2019

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

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



|    | estantial Shareholder/Unitholder A   |
|----|--|
| 1. | Name of Substantial Shareholder/Unitholder:  |
|    | CapitaLand Singapore Limited   |
| 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:  |
|    | 14-Aug-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): |
|    | 14-Aug-2019  |
| 6. | Explanation (if the date of becoming aware is different from the date of acquisition of, or the change in, interest):  |
|    | Not applicable.  |
| 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               | 122,705,000                    | 122,705,000              |
| As a percentage of total no. of voting shares/units:   | 0               | 12.28                          | 12.28                    |
|  |                 |                                |                          |
| 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<br>122,705,000 | <i>Total</i> 122,705,000 |

|    | CapitaLand Singapore Limited ("CLS")'s deemed interest in the 122,705,000 units in CapitaLand Retail China<br>Trust ("CRCT") arises through its direct wholly owned subsidiary, CL Retail Singapore Pte. Ltd |
|----|--|
|    | 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]      |
| F  | Please refer to the chart attached in item 10 below for details.   |
|    | Attachments (if any): 🕤  |
|    | (The total file size for all attachment(s) should not exceed 1MB.)   |
|    | 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:  |
|    | Remarks ( <i>if any</i> ):   |
| _  | n relation to item 7 of Part III:  |
| (  | (a) The percentage of total no. of voting units "Immediately before the transaction" is calculated based on 998,517,317 units in CRCT as at 27 March 2019.   |
|    | (b) The percentage of total no. of voting units "Immediately after the transaction" is calculated based on 1,103,560,317 units in CRCT as at 14 August 2019.   |
| st | tantial Shareholder/Unitholder B   |
|    | Name of Substantial Shareholder/Unitholder:  |
| Г  | CL Retail Singapore Pte. Ltd.  |
| L  | 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   |

| 3.   | Becoming a Substantial Sharehold  | der/Unitholder   |  |  |
|--|---|--|--|--|
|  | ✓ Change in the percentage level of   | interest while still re                                    | emaining a Substantia  | al Shareholder/Unithold                            |
|  | Ceasing to be a Substantial Share   | holder/Unitholder  |  |  |
| 1.   | Date of acquisition of or change in   | interest:  |  |  |
|  | 14-Aug-2019   |  |  |  |
| 5. Date on which Substantial Shareholder/Unitholder became aware of the acquisic change in, interest (if different from item 4 above, please specify the date):  14-Aug-2019 |   |  |  | •  |
| 6.   | Explanation (if the date of becoming change in, interest):  | ng aware is differe  | ent from the date of   | f acquisition of, or th                            |
|  | Not applicable.   |  |  |  |
|  |   |  |  |  |
|  | Quantum of total voting shares/un warrants/convertible debentures { Unitholder before and after the translately before the translately before the translately   | conversion price knsaction:                                | nown}) held by Sub   | ostantial Shareholde                               |
|  | warrants/convertible debentures {   | conversion price knsaction:  Direct Interest               | (nown)) held by Sub  | ostantial Shareholde  Total                        |
| No.  | warrants/convertible debentures { Unitholder before and after the train   | conversion price knsaction:                                | nown}) held by Sub   | ostantial Shareholde                               |
| No.<br>und<br>con  | warrants/convertible debentures { Unitholder before and after the translately before the transaction  of voting shares/units held and/or derlying the rights/options/warrants/vertible debentures:  a percentage of total no. of voting shares/                       | conversion price knsaction:  Direct Interest               | (nown)) held by Sub  | ostantial Shareholde  Total                        |
| No.<br>und<br>con  | warrants/convertible debentures { Unitholder before and after the translately before the transaction  of voting shares/units held and/or derlying the rights/options/warrants/vertible debentures:  a percentage of total no. of voting shares/                       | conversion price knsaction:  Direct Interest               | Deemed Interest  | Total 122,705,000                                  |
| No. und con As a unit  | warrants/convertible debentures { Unitholder before and after the translately before the transaction  of voting shares/units held and/or lerlying the rights/options/warrants/evertible debentures:  a percentage of total no. of voting shares/es:                   | conversion price knsaction:  Direct Interest  0            | Deemed Interest 122,705,000 12.28                                      | Total 122,705,000 12.28                            |
| No. und con  | warrants/convertible debentures {     Unitholder before and after the trail     Immediately before the transaction     of voting shares/units held and/or lerlying the rights/options/warrants/vertible debentures:     a percentage of total no. of voting shares/s: | Direct Interest  Direct Interest  Direct Interest          | Deemed Interest 122,705,000  12.28  Deemed Interest                    | Total 122,705,000  12.28                           |
| No. und con  As a unit  No. und con  As a  | warrants/convertible debentures {     Unitholder before and after the trail     Immediately before the transaction     of voting shares/units held and/or lerlying the rights/options/warrants/vertible debentures:     a percentage of total no. of voting shares/s: | Direct Interest  0  Direct Interest  0  Direct Interest  0 | Deemed Interest 122,705,000  12.28  Deemed Interest 122,705,000  11.11 | Total 122,705,000  12.28  Total 122,705,000  11.11 |

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]

direct interest of 11.11% (122,705,000 units) in CRCT.

| 10. | ۸tta                      | chmonts (if any):   |
|-----|---------------------------|---|
| 10. | Ø                         | chments (if any): 1   |
| 11. | If thi                    | s 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. | Rem                       | narks ( <i>if any</i> ):  |
|     |                           |   |
|     | In rela                   | ation to item 7 of Part III:  |
|     | (a) Th<br>998,5<br>(b) Th | e percentage of total no. of voting units "Immediately before the transaction" is calculated based on 17,317 units in CRCT as at 27 March 2019.  The percentage of total no. of voting units "Immediately after the transaction" is calculated based on |
|     | (a) Th<br>998,5<br>(b) Th | e percentage of total no. of voting units "Immediately before the transaction" is calculated based on 17,317 units in CRCT as at 27 March 2019.   |
|     | (a) Th<br>998,5<br>(b) Th | e percentage of total no. of voting units "Immediately before the transaction" is calculated based on 17,317 units in CRCT as at 27 March 2019.  The percentage of total no. of voting units "Immediately after the transaction" is calculated based on |
|     | (a) Th<br>998,5<br>(b) Th | e percentage of total no. of voting units "Immediately before the transaction" is calculated based on 17,317 units in CRCT as at 27 March 2019.  The percentage of total no. of voting units "Immediately after the transaction" is calculated based on |
|     | (a) Th<br>998,5<br>(b) Th | e percentage of total no. of voting units "Immediately before the transaction" is calculated based on 17,317 units in CRCT as at 27 March 2019.  The percentage of total no. of voting units "Immediately after the transaction" is calculated based on |
|     | (a) Th<br>998,5<br>(b) Th | e percentage of total no. of voting units "Immediately before the transaction" is calculated based on 17,317 units in CRCT as at 27 March 2019.  The percentage of total no. of voting units "Immediately after the transaction" is calculated based on |
|     | (a) Th<br>998,5<br>(b) Th | e percentage of total no. of voting units "Immediately before the transaction" is calculated based on 17,317 units in CRCT as at 27 March 2019.  The percentage of total no. of voting units "Immediately after the transaction" is calculated based on |
|     | (a) Th<br>998,5<br>(b) Th | e percentage of total no. of voting units "Immediately before the transaction" is calculated based on 17,317 units in CRCT as at 27 March 2019.  The percentage of total no. of voting units "Immediately after the transaction" is calculated based on |
|     | (a) Th<br>998,5<br>(b) Th | e percentage of total no. of voting units "Immediately before the transaction" is calculated based on 17,317 units in CRCT as at 27 March 2019.  The percentage of total no. of voting units "Immediately after the transaction" is calculated based on |
|     | (a) Th<br>998,5<br>(b) Th | e percentage of total no. of voting units "Immediately before the transaction" is calculated based on 17,317 units in CRCT as at 27 March 2019.  The percentage of total no. of voting units "Immediately after the transaction" is calculated based on |
|     | (a) Th<br>998,5<br>(b) Th | e percentage of total no. of voting units "Immediately before the transaction" is calculated based on 17,317 units in CRCT as at 27 March 2019.  The percentage of total no. of voting units "Immediately after the transaction" is calculated based on |
|     | (a) Th<br>998,5<br>(b) Th | e percentage of total no. of voting units "Immediately before the transaction" is calculated based on 17,317 units in CRCT as at 27 March 2019.  The percentage of total no. of voting units "Immediately after the transaction" is calculated based on |
|     | (a) Th<br>998,5<br>(b) Th | e percentage of total no. of voting units "Immediately before the transaction" is calculated based on 17,317 units in CRCT as at 27 March 2019.  The percentage of total no. of voting units "Immediately after the transaction" is calculated based on |

### Part IV - Transaction details

| Number of shares, units, rights, options, warrants and/or principal amount of convertible debentures acquired or disposed of by Substantial Shareholders/Unitholders: |
|---|
| Not applicable  |
| Amount of consideration paid or received by Substantial Shareholders/Unitholders (excluding brokerage and stamp duties):  |
| Not applicable  |
| Circumstance giving rise to the interest or change in interest:   |
| Acquisition of:  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   |
| Disposal of:  |
| Securities via market transaction   |
| Securities via off-market transaction (e.g. married deals)  |
| Other 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):   |
|   |
|   |
|   |
| Issuance of 105,043,000 new units in CRCT on 14 August 2019 pursuant to a private placement by CRCT.  |

Item 5 is to be completed by an individual submitting this notification form on behalf of the Substantial Shareholders/Unitholders. 5. Particulars of Individual submitting this notification form to the Listed Issuer: Name of Individual: (a) Tee Leng Li (b) Designation (if applicable): Company Secretary Name of entity (if applicable): (c) CapitaLand Singapore Limited and CL Retail Singapore Pte. Ltd. Transaction Reference Number (auto-generated): 0 5 3 3 6 2 2 5 2 4