*NOT FOR DISTRIBUTION IN OR INTO THE UNITED STATES*

*The securities referred to in this Announcement (the "**Securities**") have not been, and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**") and may not be offered or sold within the United States, except pursuant to an exemption from, or transactions not subject to, the registration requirements of the Securities Act. There will be no public offering of the Securities in the United States.*

*This announcement does not constitute an offer to buy, or a solicitation of an offer to sell, any Securities and no such offer, solicitation, purchase or sale shall be made in any jurisdiction in which such offer, solicitation, purchase or sale would be unlawful.*

*The distribution of the Tender Offer Memorandum (as defined below) in certain jurisdictions may be restricted by law. Bondholders and any other person into whose possession the Tender Offer Memorandum comes are required by the Company (as defined below) and the Dealer Manager (as defined below) and to inform themselves about, and to observe, any such restrictions.*

**CAPITALAND LIMITED**

Regn No.: 198900036N
(Incorporated in the Republic of Singapore)

**ANNOUNCEMENT**

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**INVITATION TO TENDER FOR CASH REPURCHASE OF S$1,200,000,000 2.875 PER CENT. CONVERTIBLE BONDS DUE 2016 (ISIN: XS0444106644)**

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CapitaLand Limited (the "**Company**") wishes to announce that the Company will be commencing on 15 May 2015 an invitation to tender for repurchase for cash its S$1,200,000,000 2.875 per cent. convertible bonds due 2016 (the "**2.875 per cent. Bonds**") (the "**2.875 per cent. Bonds Tender Offer**"). The 2.875 per cent. Bonds were issued by the Company on 3 September 2009. The 2.875 per cent. Bonds are listed on the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"). As at the date of this Announcement, the aggregate outstanding principal amount of the 2.875 per cent. Bonds is S$467,000,000.

Holders of the 2.875 per cent. Bonds ("**2.875 per cent. Bondholders**") should note that the Company has also today announced invitations to tender for repurchase for cash its S$1,300,000,000 3.125 per cent. convertible bonds due 2018 (the "**3.125 per cent. Bonds**") (the "**3.125 per cent. Bonds Tender Offer**") and its S$1,000,000,000 2.95 per cent. convertible bonds due 2022 (the "**2.95 per cent. Bonds**", and together with the 2.875 per cent. Bonds and the 3.125 per cent. Bonds, the "**Convertible Bonds**") (the "**2.95 per cent. Bonds Tender Offer**", and together with the 2.875 per cent. Bonds Tender Offer and the 3.125 per cent. Bonds Tender Offer, the "**Tender Offers**").

The Company intends to fund the consideration payable under the 2.875 per cent. Bonds Tender Offer (as well as the 3.125 per cent. Bonds Tender Offer and the 2.95 per cent. Bonds Tender Offer) from the proceeds of its proposed issue of S$650,000,000 in principal amount of convertible bonds ("**New Convertible Bonds**"), subject to an upsize option of an additional S$150,000,000 in principal amount of New Convertible Bonds, which was announced by the Company on 14 May 2015, and/or its internal cash resources. The Tender Offers are being made by the Company to reduce the principal amount of the outstanding indebtedness and ongoing debt service obligations of the Company.

The maximum aggregate principal amount of the Convertible Bonds that are validly tendered in the Tender Offers, in respect of all three series of the Convertible Bonds in total, that the Company intends to accept for purchase (the **"Maximum Acceptance Amount**") will be the aggregate principal amount of the Convertible Bonds that can be purchased by the Company (as determined by the Company in its sole discretion), such that the total consideration payable by the Company in respect of all Convertible Bonds accepted for purchase pursuant to the Tender Offers does not exceed the aggregate principal amount of the New Convertible Bonds issued by the Company, including pursuant to any upsize option exercised in relation to the New Convertible Bonds.

Copies of the announcements made by the Company in connection with the New Convertible Bonds, the 3.125 per cent. Bonds Tender Offer and the 2.95 per cent. Bonds Tender Offer are available on the website of the SGX-ST at www.sgx.com.

The amounts payable by the Company for each principal amount of S$250,000 of each of the 2.875 per cent. Bonds, the 3.125 per cent. Bonds and the 2.95 per cent. Bonds, validly tendered and accepted by it, for repurchase pursuant to the Tender Offers will be determined by a modified Dutch auction procedure, as described in a tender offer memorandum to be dated on or about 15 May 2015 (the "**Tender Offer Memorandum**") to be issued by the Company.

*Terms used in this Announcement but not otherwise defined shall have the meaning given to those terms in the Tender Offer Memorandum.*

Under the modified Dutch auction procedure, 2.875 per cent. Bondholders are invited to tender the 2.875 per cent. Bonds at a price not lower than 102.5 per cent. of the principal amount of the 2.875 per cent. Bonds to be tendered by such 2.875 per cent. Bondholder in increments of S$250,000 (the "**2.875 per cent. Bonds Minimum Offer Price**") and not greater than 104.5 per cent. of the principal amount of the 2.875 per cent. Bonds to be tendered by such 2.875 per cent. Bondholder in increments of S$250,000 (the "**2.875 per cent. Bonds Maximum Offer Price**"), and the Company will then determine a single purchase price per S$250,000 in principal amount of the 2.875 per cent. Bonds, being not less than the 2.875 per cent. Bonds Minimum Offer Price and not greater than the 2.875 per cent. Bonds Maximum Offer Price.

**The Company intends to purchase an amount of 2.875 per cent. Bonds pursuant to the 2.875 per cent. Bonds Tender Offer which will be sufficient for it to exercise the qualifying clean up call right it has under the terms and conditions of the 2.875 per cent. Bonds (the "2.875 per cent. Bonds Terms and Conditions"), which as at the date of this Announcement, is an amount equal to or greater than S$347,000,000.**

**The Company intends to give priority on a "first in time" basis (as further described in the Tender Offer Memorandum) to any 2.875 per cent. Bonds validly tendered at an offer price at or below the final single purchase price per S$250,000 in principal amount of the 2.875 per cent. Bonds as determined by the Company.** However, in all circumstances, the Company will retain sole and absolute discretion to accept any validly tendered 2.875 per cent. Bonds in such quantum and at such final purchase price and, if applicable, on a *pro rata* basis, as it determines. Subject to the terms and conditions of the 2.875 per cent. Bonds Tender Offer, the Company will pay to tendering 2.875 per cent. Bondholders the relevant purchase price determined by the Company. The Company will not repurchase any 2.875 per cent. Bonds tendered at prices greater than the 2.875 per cent. Bonds Maximum Offer Price (if any).

**2.875 per cent. Bondholders should note that any 2.875 per cent. Bonds redeemed by the Company in exercising its qualifying clean up call right pursuant to the 2.875 per cent. Bonds Terms and Conditions may be on terms which are less favourable than those contemplated in the 2.875 per cent.**

**Bonds Tender Offer. Therefore, assuming that the Company is able to exercise the qualifying clean up call right it has in respect of the 2.875 per cent. Bonds under the 2.875 per cent. Bonds Terms and Conditions following the 2.875 per cent. Bonds Tender Offer, any 2.875 per cent. Bonds which have not been validly tendered and accepted by the Company pursuant to the 2.875 per cent. Bonds Tender Offer may be redeemed by the Company at an amount which is lower that the final purchase price paid by the Company under the 2.875 per cent. Bonds Tender Offer.**

The 2.875 per cent. Bonds Tender Offer begins on 18 May 2015 and will expire at 5.00 p.m. (Singapore time) / 10.00 a.m. (London time) on 22 May 2015 unless extended, amended or terminated as provided in the Tender Offer Memorandum (such time and date, as the same may be extended or amended, being the "**2.875 per cent. Bonds Tender Offer Expiration Date**"). 2.875 per cent. Bondholders must tender their 2.875 per cent. Bonds on or prior to the 2.875 per cent. Bonds Tender Offer Expiration Date to receive (i) the relevant purchase price determined by the Company and (ii) accrued but unpaid interest from and including, the respective latest interest payment date in respect of the 2.875 per cent. Bonds up to, but not including, 23 June 2015 or such other date as the Company may announce (the "**Settlement Date**").

2.875 per cent. Bondholders should be aware that the Clearing Systems typically set deadlines for receipt of instructions from their participants that are in advance of the 2.875 per cent. Bonds Tender Offer Expiration Date. 2.875 per cent. Bondholders must adhere to such deadlines to ensure that the Tender Agent (as defined below) receives a valid confirmation of the 2.875 per cent. Bondholder's Tender Instruction on or prior to the 2.875 per cent. Bonds Tender Offer Expiration Date. A tender of the 2.875 per cent. Bonds pursuant to the 2.875 per cent. Bonds Tender Offer becomes irrevocable by the tendering 2.875 per cent. Bondholder at the time of the tender, except in the limited circumstances described in the Tender Offer Memorandum.

The 2.875 per cent. Bonds Tender Offer is conditional upon, *inter alia*, the issue by the Company of, on or before the Settlement Date, the S$650,000,000 in principal amount of New Convertible Bonds, subject to an upsize option of an additional S$150,000,000 in principal amount of New Convertible Bonds. The full terms and conditions of the 2.875 per cent Bonds Tender Offer are set out in the Tender Offer Memorandum and completion of the 2.875 per cent. Bonds Tender Offer is subject to the satisfaction or waiver, as the case may be, of such terms and conditions.

The Company expects to make an announcement on or about 27 May 2015 on the final results of the 2.875 per cent. Bonds Tender Offer, stating among other things, whether the Company accepts for repurchase any 2.875 per cent. Bonds validly tendered in the 2.875 per cent. Bonds Tender Offer and, if so, the aggregate principal amount of the 2.875 per cent. Bonds accepted for repurchase and a further announcement, on or about 23 June 2015, stating, among other things, that settlement has taken place and the total consideration paid for the 2.875 per cent. Bonds repurchased pursuant to the 2.875 per cent. Bonds Tender Offer.

The Company is under no obligation to accept for repurchase any 2.875 per cent. Bonds tendered pursuant to the 2.875 per cent. Bonds Tender Offer. The acceptance for repurchase by the Company of any 2.875 per cent. Bonds tendered pursuant to the 2.875 per cent. Bonds Tender Offer is at the sole discretion of the Company and tenders may be rejected by the Company for any reason.

Subject to applicable law, and as provided in the Tender Offer Memorandum, the Company expressly reserves the right to extend, amend or waive any condition of the 2.875 per cent. Bonds Tender Offer at any time. The Company also expressly reserves the right, subject to applicable law, to terminate, extend or re-open the 2.875 per cent. Bonds Tender Offer at any time. Details of any such amendment, waiver, termination, extension or re-opening will be announced as provided in the Tender Offer Memorandum as soon as reasonably practicable after the relevant decision has been made.

J.P. Morgan (S.E.A.) Limited is acting as sole dealer manager (the "**Dealer Manager**") and Lynchpin Bondholder Management is acting as tender agent (the "**Tender Agent**") in connection with the 2.875 per cent. Bonds Tender Offer. Copies of the Tender Offer Memorandum and related documents may be obtained from the Tender Agent at Room 402, Wellington Plaza, 56 – 58 Wellington Street, Central, Hong Kong, or via email at capitalandinfo@lynchpinbm.com.

By Order of the Board

Michelle Koh
Company Secretary
14 May 2015