

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF THAT JURISDICTION.



**CAPITALAND LIMITED**  
(Registration Number: 198900036N)  
(Incorporated in the Republic of Singapore)

## ANNOUNCEMENT

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### DEALINGS DISCLOSURE

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#### 1. INTRODUCTION

CapitaLand Limited (the “**Company**”) refers to the announcement dated 22 March 2021 (the “**Joint Announcement**”) issued by the Company and CLA Real Estate Holdings Pte. Ltd. (the “**Offeror**”) in relation to, among others, a scheme of arrangement proposed to be undertaken by the Company and the Offeror pursuant to Section 210 of the Companies Act, Chapter 50 of Singapore to implement a proposed strategic restructuring and demerger of the investment management business of the Company.

Unless otherwise defined, all capitalised terms used and not defined herein shall have the same meanings given to them in the Joint Announcement.

#### 2. DEALINGS BY AN ASSOCIATE

2.1 Pursuant to Rule 12.1 of the Singapore Code on Take-overs and Mergers (the “**Code**”) and based on the latest information available to the Company as at 5.00 pm on 17 May 2021, the Company wishes to announce the following dealings in the Relevant Securities (as defined in the Joint Announcement) of the Company by its associates:

Name of Associate	Date of Dealing	Nature of Dealing	Relevant Securities	Consideration Received (S\$)
Wen Khai Meng <sup>1</sup> and his spouse, Teo Pee Ngoh <sup>2</sup>	4 May 2021	Settlement following acceptance of valid tenders of bonds for purchase	Principal amount S\$500,000 of S\$1B 2.95% Convertible Bonds due 2022 <sup>3</sup>	517,500

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<sup>1</sup> Mr Wen Khai Meng is an “associate” of the Company under the Code, by virtue of the fact that he is a director of the subsidiaries of the Company. As such, the Code requires dealings by Mr Wen Khai Meng in the Relevant Securities to be disclosed.

<sup>2</sup> Ms Teo Pee Ngoh is deemed under the Code to be an “associate” of the Company in relation to the Scheme by virtue of being the spouse of Mr Wen Khai Meng, who is a director of the subsidiaries of the Company. As such, the Code requires dealings by Ms Teo Pee Ngoh in the Relevant Securities to be disclosed.

<sup>3</sup> held jointly by Mr Wen Khai Meng and his spouse, Ms Teo Pee Ngoh.

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Name of Associate	Date of Dealing	Nature of Dealing	Relevant Securities	Consideration Received (S\$)
Wen Khai Meng and his spouse, Teo Pee Ngoh	4 May 2021	Settlement following acceptance of valid tenders of bonds for purchase	Principal amount S\$250,000 of S\$800M 1.95% Convertible Bonds due 2023 <sup>4</sup>	257,250

2.2 Based on the information received from Mr Wen Khai Meng and Ms Teo Pee Ngoh on 17 May 2021, after the dealings reported above, Mr Wen Khai Meng and Ms Teo Pee Ngoh, each owns or controls the following:

Name of Associate	Type of Securities	Direct Interest		Deemed Interest	
		No. of Shares	% <sup>(1),(2)</sup>	No. of Shares	% <sup>(1),(2)</sup>
Wen Khai Meng	Shares <sup>(3)</sup>	1,174,189	0.023	-	-
	CICT Units	539,584	0.008	143,550	0.002
Teo Pee Ngoh	CICT Units	143,550	0.002	-	-

**Notes:**

- (1) Calculated based on (a) the Company's share capital comprising 5,202,962,608 ordinary shares in the capital of the Company (the "**Shares**") (excluding 74,029,074 treasury shares), or (b) a total of 6,475,996,046 CapitaLand Integrated Commercial Trust ("**CICT**") units in issue, as the case may be, as at the date of this Announcement.
- (2) Rounded to the nearest three decimal places.
- (3) Mr Wen Khai Meng also has the outstanding award 34,683 Shares under an award granted pursuant to the CapitaLand Restricted Share Plan 2010 ("**RSP 2010**"), the number of Shares being the unvested remaining Shares under the award. Upon the final vesting of the award, an additional number of Shares of a total value equal to the value of the accumulated dividends which are declared during the vesting period and deemed foregone due to the vesting mechanism of the RSP 2010 will also be released.

2.3 Save as disclosed above:

- (a) Mr Wen Khai Meng does not own or control any other Relevant Securities (as defined in the Joint Announcement).
- (b) Ms Teo Pee Ngoh does not own or control any Shares and other Relevant Securities (as defined in the Joint Announcement).

<sup>4</sup> held jointly by Mr Wen Khai Meng and his spouse, Ms Teo Pee Ngoh.

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### **3. RESPONSIBILITY STATEMENT**

The directors of the Company (including any who may have delegated detailed supervision of the preparation of this Announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Announcement in each case which relate to the Company, CapitaLand Investment Management Limited (formerly known as CapitaLand Financial Limited) (“**CLIM**”) and CICT (excluding information relating to the Offeror or any opinion expressed by the Offeror) are fair and accurate and that, where appropriate, no material facts which relate to the Company, CLIM and CICT have been omitted from this Announcement, and the directors of the Company jointly and severally accept responsibility accordingly.

Where any information which relates to the Company, CLIM and CICT has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Offeror, the sole responsibility of the directors of the Company has been to ensure that, through reasonable enquiries, such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement. The directors of the Company do not accept any responsibility for any information relating to the Offeror or any opinion expressed by the Offeror.

By Order of the Board

Michelle Koh  
Company Secretary  
18 May 2021