

### **CapitaLand Limited**

### Hong Kong Roadshow

18 January 2019



This presentation may contain forward-looking statements that involve 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, availability of real estate properties, competition from other companies and venues for the sale/distribution of goods and services, shifts in customer demands, customers and partners, changes in operating expenses, including employee wages, benefits and training, governmental and public policy changes and the continued availability of financing in the amounts and the terms necessary to support future business. You are cautioned not to place undue reliance on these forward looking statements, which are based on current view of management on future events.





- Introduction
- Why Ascendas-Singbridge?
- What CapitaLand 3.0 Will Look Like
- Pro Forma Financial Impact
- Looking Ahead



# I. Introduction

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# **Proposed Transaction Summary**

Proposed Transaction	<ul> <li>Acquisition by CapitaLand Limited ("CapitaLand") of entire shareholding in each of Ascendas Pte Ltd and Singbridge Pte Ltd, together known as Ascendas-Singbridge ("ASB")<sup>1</sup></li> </ul>		
Vendor	• Ascendas-Singbridge Pte Ltd, a subsidiary of Temasek Holdings (Private) Limited ("Temasek")		
Transaction Value	<ul> <li>S\$10,907mm enterprise value comprising</li> <li>S\$6,036mm of equity value</li> <li>S\$4,871mm of net debt and minority interest</li> </ul>		
Consideration Mix	<ul> <li>Funded by 50% CapitaLand shares and 50% cash</li> <li>\$\$3,018mm in shares: 862.3mm CapitaLand's shares issued at \$\$3.50 per share</li> <li>7.0% premium to last traded share price<sup>2</sup></li> <li>11.3% premium to last 1-month VWAP<sup>2</sup></li> <li>11.6% premium to last 3-month VWAP<sup>2</sup></li> <li>\$\$3,018mm in cash: Intend to finance by debt and other financing options</li> <li>No new shares to be issued for financing cash portion</li> </ul>		

<sup>1</sup> Excludes Sydney office properties 100 Arthur Street and 66 Goulborn which are not part of the Proposed Transaction <sup>2</sup> As of 11 Jan 2019, last traded share price of \$\$3.27, 1-month VWAP of \$\$3.1447 and 3-month VWAP of \$\$3.1359



### Proposed Transaction Summary (Cont'd)

		Pre-transaction	Post-transaction	
Impact On Shareholding	Number of shares outstanding	4,162.8mm	5,025.1mm	
	Free float	56.4%	46.3%	
	Temasek shareholding	40.8%	51.0%	
Financial Impact <sup>1</sup>	<ul> <li>Immediately accretive to Earnings Per Share and Return on Equity</li> <li>Slight dilution to Net Asset Value per share</li> <li>Short term increase in leverage with clear plan to deleverage</li> </ul>			
Conditions	<ul> <li>Proposed Transaction subject to:</li> <li>Approvals by independent shareholders in EGM<sup>2</sup></li> <li>Customary closing conditions</li> </ul>			
Target Timeline	<ul><li>Target EGM: 1H 2019</li><li>Target completion: 3Q 2019</li></ul>			
Others	<ul> <li>No change to our dividend p</li> </ul>	policy		
	No chain offers for ASB's listed trusts			

<sup>1</sup> Does not include impact of potential synergies

<sup>2</sup> Includes approvals for proposed transaction, proposed issue of shares as part of the consideration, and proposed Whitewash Resolution for the waiver by

the independent shareholders of their rights to receive a mandatory general offer from Temasek

# L Transforming CapitaLand For Next Phase of Growth

#### Identify And Pivot Into New Economy Sectors

- Capture future 'megatrends'; e-commerce, urbanisation and knowledge economies
- Diversified real estate player with expertise across sectors



#### Attract Best Talent

- Blue-chip strategic partners, investors, technology platforms
- Create winning culture led by best-in-class management teams
   and employees



# II. Why Ascendas-Singbridge?

Galaxis, Singapore

### A High Quality, Proven Real Estate Platform 11 countries, 32 cities



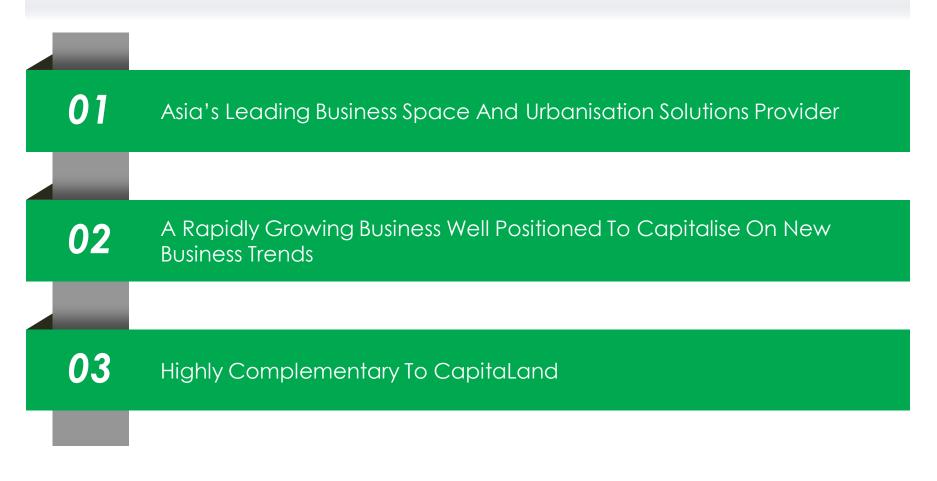
Note: AUM as of 31 Mar 2018 adjusted for subsequent acquisitions and divestments (please refer to the appendix); includes other asset classes not illustrated above (Tier 1 development, data centres)

<sup>1</sup> Includes Australia, Indonesia, Japan, Korea, Malaysia, UK, US, and Vietnam

<sup>2</sup> LTM ending 30 Sep 2018

# Why Ascendas-Singbridge?

A Unique, Transformational Opportunity To Expand Our Footprint And Capabilities

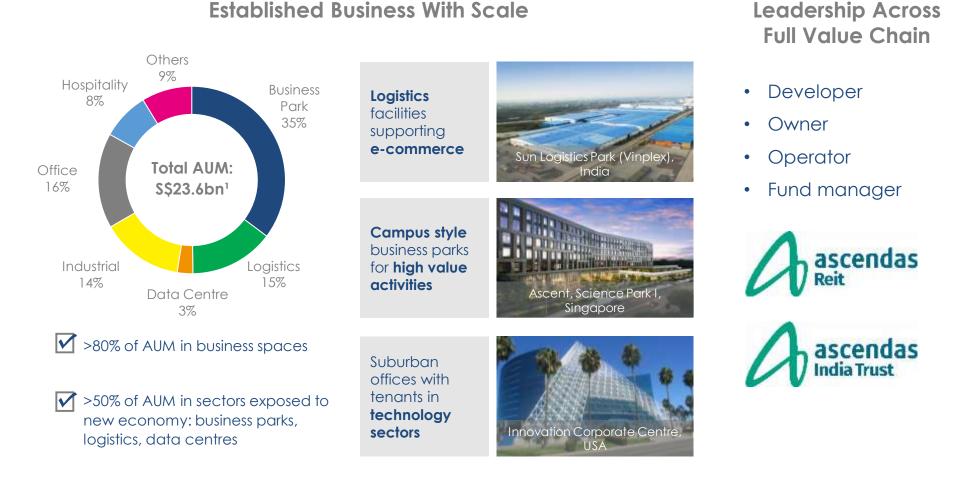




1. Asia's leading business space and urbanisation solutions provider

### Leadership In Attractive New Economy Sectors

#### **Exposure To Key Megatrends And Opportunities**



Note: AUM as of 31 Mar 2018 adjusted for subsequent acquisitions and divestments (please refer to the appendix); "Others" includes residential, retail and Tier 1 development



1. Asia's leading business space and urbanisation solutions provider

### **Asia's Leading Urbanisation Solutions Provider**

#### **Embedded Long Term NAV Growth Potential**

- Access to large landbank across core markets of Singapore and China
  - Developable GFA of 18.2mm sqft1
- Large scale and profitable projects driving long term NAV
  - \$\$165mm of PAT for LTM Sep 2018<sup>2</sup>
- Invested in **commercially driven projects** with strong local partners
  - E.g. Guangzhou Development District



GFA: 8mm sqft1



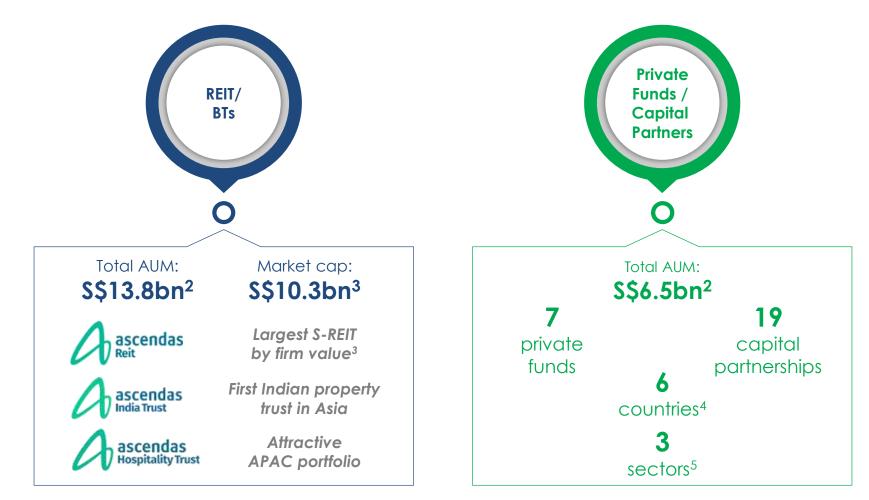
GFA: 7mm sqft<sup>1</sup>



As of 30 Sep 2018
 Represents contribution from Singbridge Pte Ltd

1. Asia's leading business space and urbanisation solutions provider

### Established Investment Management Platform c. 66% of Ascendas-Singbridge AUM<sup>1,2</sup>



<sup>1</sup> Based on AUM from REITs / BTs and private funds only

 $^2$  As of 31 Mar 2018 adjusted for subsequent acquisitions and divestments (please refer to the appendix)  $^3$  As of 11 Jan 2019

Cap/taLand

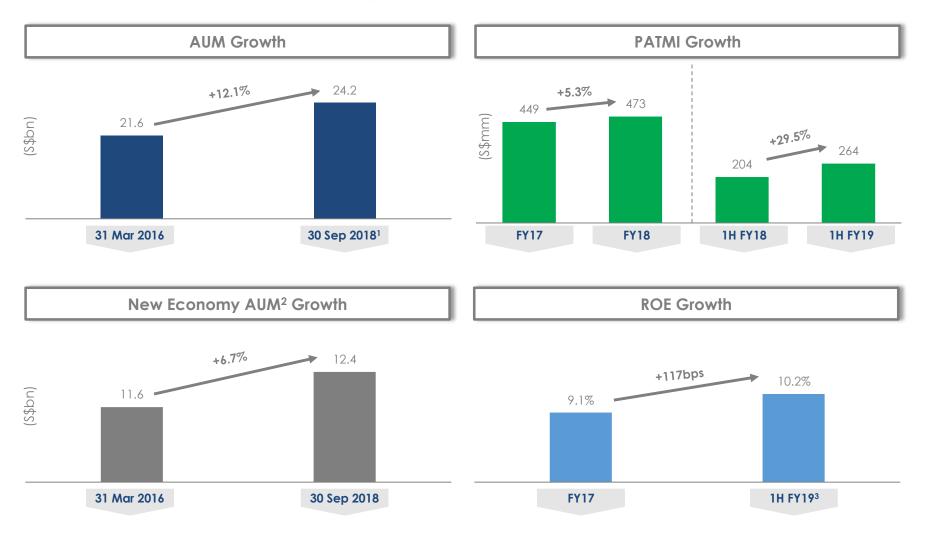
<sup>4</sup> Includes Singapore, China, India, Korea, Vietnam and Malaysia

<sup>5</sup> Includes logistics / business parks, commercial and industrial sectors

2. A rapidly growing business well-positioned to capitalise on new business trends

### Strong Financial Track Record

#### Attractive Growth And Profitability



Note: Based on financial statements of Ascendas Pte Ltd and Singbridge Pte Ltd, includes 100 Arthur Street and 66 Goulborn

<sup>1</sup> AUM as of 31 Mar 2018 adjusted for subsequent acquisitions and divestments (please refer to the appendix)

<sup>2</sup> Based on AUM of logistics, business parks and data centres

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<sup>3</sup> Annualised ROE calculated using annualised 6M PATMI divided by average shareholders' funds between 31 Mar 2018 and 30 Sep 2018

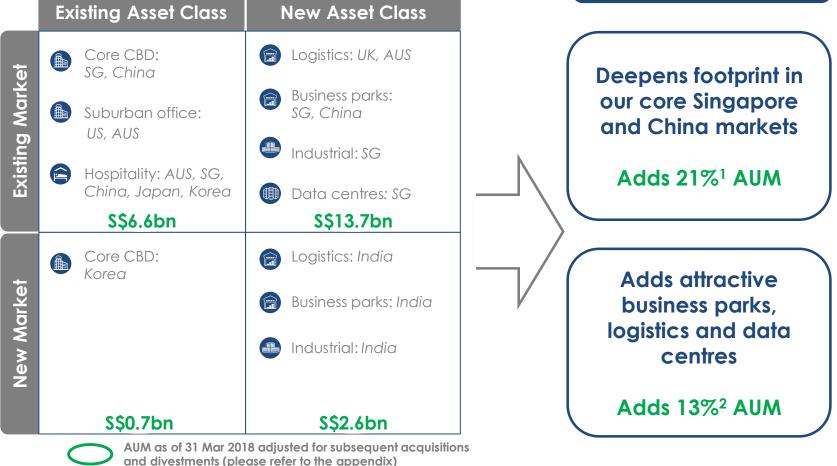


3. Highly complementary to CapitaLand

### **Deepens And Expands Our Product Offering**

What Ascendas-Singbridge Adds To Our Portfolio





Note: Matrix illustrations only illustrates selected asset classes and markets added, and does not list all of them

<sup>1</sup> Based on CapitaLand's AUM of \$\$71.7bn in Singapore and China as of 30 September 2018, versus CapitaLand and ASB's combined AUM of \$\$86.7bn in Singapore and China, adjusted for subsequent acquisitions and divestments (please refer to appendix)



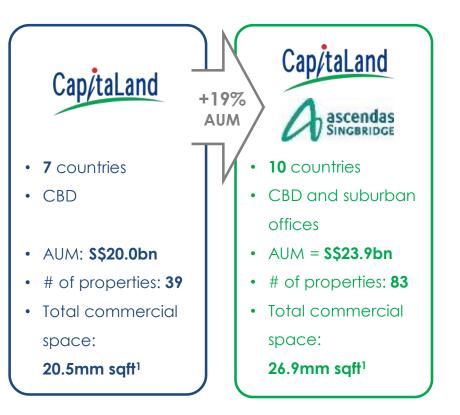
<sup>2</sup> Based on CapitaLand's total AUM of \$\$92.8bn as of 30 Sep 2018, versus ASB's business park, logistics and data centre AUM of \$\$12.4bn as of 31 Mar 2018 adjusted for subsequent acquisitions and divestments (please refer to appendix)

3. Highly complementary to CapitaLand

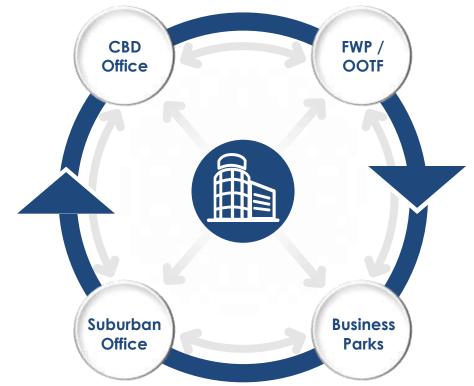
### **Strengthens Our Commercial Platform**

Ability To Integrate Leasing Network Across Sub-Sectors And Markets

Deepening CapitaLand's Commercial Platform



Expanding Into Complementary Commercial Sub-sectors And Business Parks

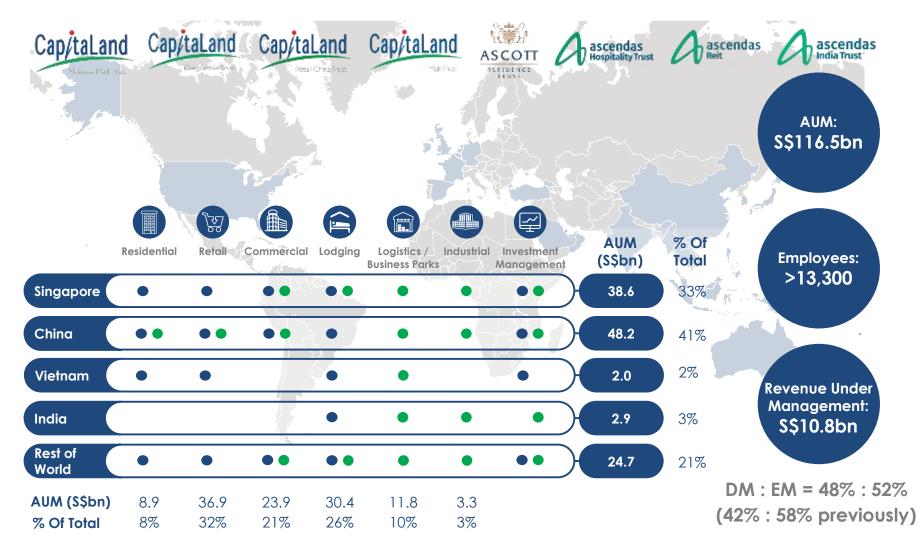


Cap/taLand





# Creating Asia's Largest Diversified Real Estate Group<sup>1</sup>...





Note: AUM for CapitaLand as of 30 Sep 2018, AUM for ASB as of 31 Mar 2018 adjusted for subsequent acquisitions and divestments (please refer to the appendix); includes other asset classes not illustrated above (Tier 1 development, data centres)

<sup>1</sup> As measured based on publicly available AUM information for diversified real estate developers in the Asia Pacific region

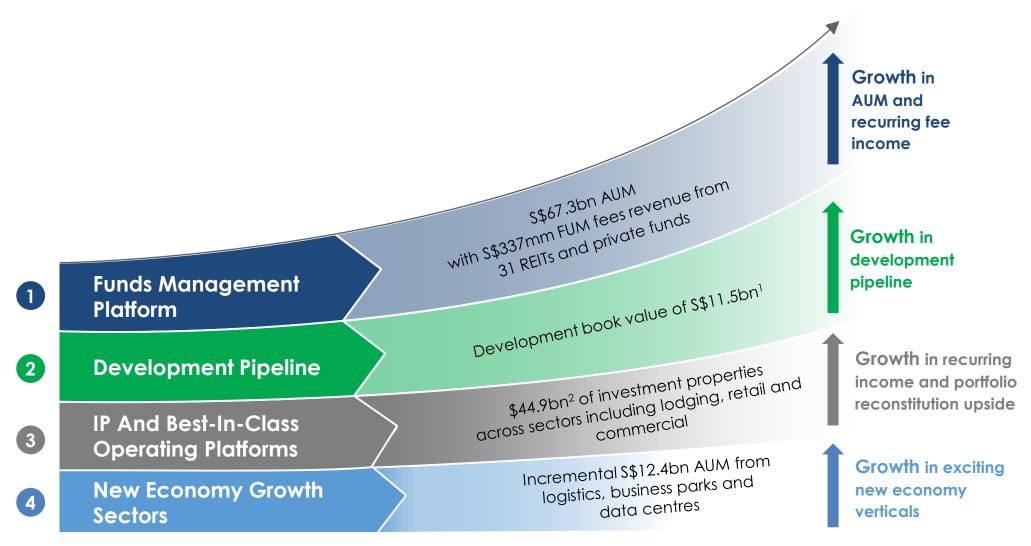






1. Potential to accelerate growth in ROE and NAV

### Multiple Drivers For ROE And NAV Growth





Note: As of 30 Sep 2018 for CapitaLand, AUM as of 31 Mar 2018 for ASB adjusted for subsequent acquisitions and divestments (please refer to the appendix)

<sup>1</sup> Includes development properties held for sale and investment properties under development

<sup>2</sup> Based on investment properties on balance sheet

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1. Potential to accelerate growth in ROE and NAV

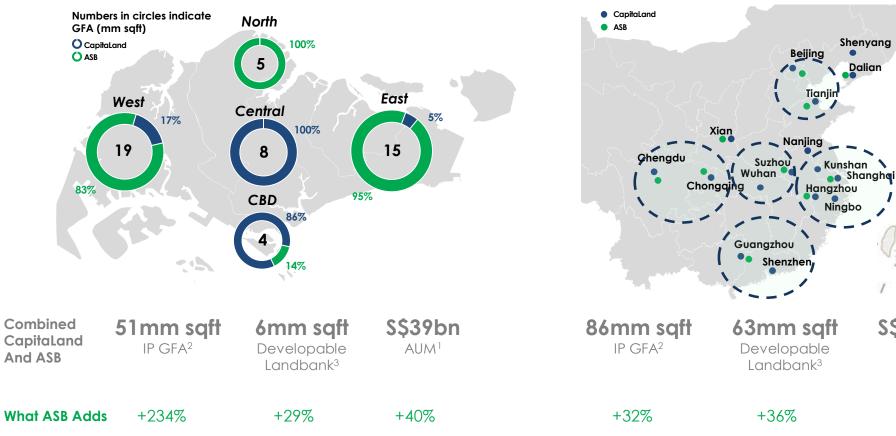
### Deepening Presence in Core Markets...

... With Significant Development Pipeline



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#### **Complementary Footprint** In Singapore







Cap/ta

**S\$48bn** 

AUM<sup>1</sup>

<sup>1</sup> Based on combined CapitaLand and ASB AUM of S\$116.5bn; CapitaLand as of 30 Sep 2018, ASB as of 31 Mar 2018 adjusted for subsequent acquisitions and divestments (please refer to the appendix)

<sup>2</sup> Based on completed and operating properties (excluding hospitality) on a 100% basis

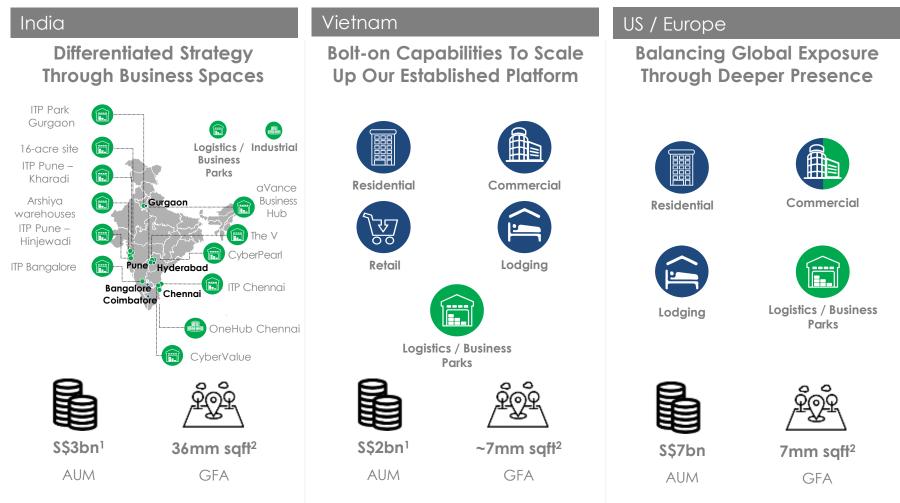
<sup>3</sup> Includes residential and investment property projects under development on a 100% basis

1. Potential to accelerate growth in ROE and NAV

### Growth Markets: Building Scale and Capabilities In Attractive Sectors...

AUM: S\$12bn 10% of Total<sup>1</sup>

... Through Full Stack Operating Platforms With An Established Track Record





<sup>1</sup> Based on combined CapitaLand and ASB AUM of S\$116.5bn; CapitaLand as of 30 Sep 2018, ASB as of 31 Mar 2018 adjusted for subsequent acquisitions and divestments (please refer to the appendix); "ITP" indicates International Tech Park; blue icons represent CapitaLand and green icons represent ASB <sup>2</sup> Includes GFA of completed properties as well as expected GFA of area under development, excludes hospitality assets

#### 2. Reinforce strong quality of earnings

### CapitaLand Will Be Asia's Largest Real Estate Investment Manager

Becomes Top 10 Global Largest Real Estate Investment Manager By AUM



Top 15 Global Real Estate Investment Managers – By Real Estate AUM<sup>3</sup> (S\$bn)



Source: IPE Real Estate Top 100 Investment Management Survey 2018 (as of 30 Jun 2018)

<sup>1</sup> Based on market cap as of 11 Jan 2019; Ascendas Reit (\$\$8.3bn), CapitaLand Mall Trust (\$\$8.6bn), CapitaLand Commercial Trust (\$\$6.8bn), Ascott Residence Trust (\$\$2.4bn)

 $^{\rm 2}$  Based on LTM Sep 2018 for CapitaLand and ASB

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<sup>3</sup> Figures as of 30 Jun 2018; assumed EUR to SGD of 1.00:1.59 except for CapitaLand and ASB which are based on 30 Sep 2018 for CapitaLand and 31 Mar 2018

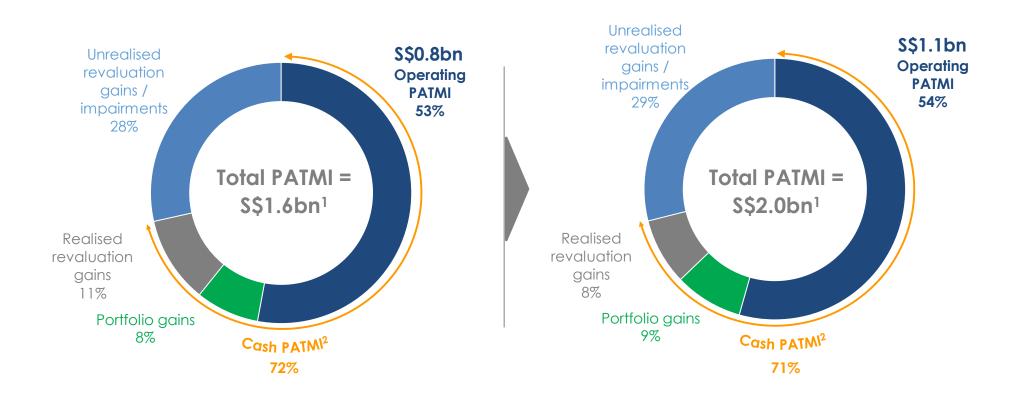
for ASB adjusted for subsequent acquisitions and divestments (please refer to the appendix)



#### 2. Reinforce strong quality of earnings

### **Retains High Quality Recurring Income**

Cash PATMI Contributed ~71% Of Historical Pro Forma PATMI



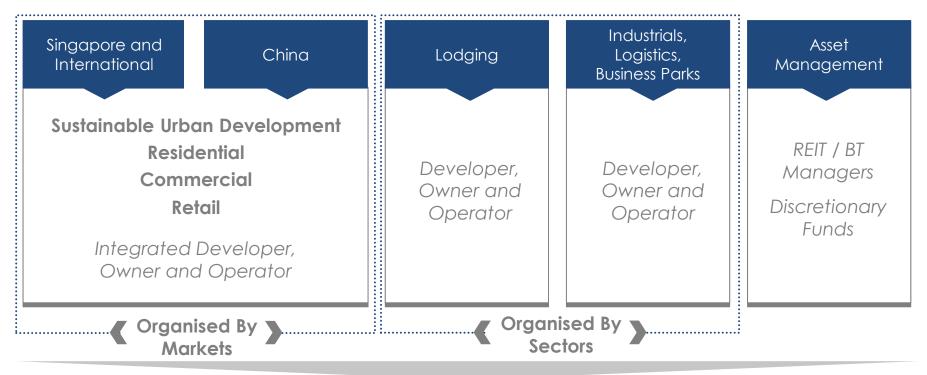


<sup>1</sup> Based on LTM Sep 2018 for CapitaLand and LTM Mar 2018 for ASB <sup>2</sup> Cash PATMI consists of operating PATMI, portfolio gains as well as realised revaluation gains

#### 3. Increased competitiveness

### **Organised To Optimise Capital Allocation And Returns**

Material Contribution Of Sectors With Exposure To New Economy Megatrends







#### 3. Increased competitiveness

# Enhanced Digital Capabilities To Drive Business Innovation

Future Proofing Through Technology



#### Leveraging in-house smart technologies to enhance tenant connectivity and experience

asap

ASAP

app

ASB Operations

Centre

- Integrated offering of conventional office space (core) and flexible space (flex) with community- and tech-enabled workplace solutions
- Offering space-as-a-service to foster tenant loyalty, building and monetising communities

Enhance B2B2C engagements to reach out to and engage tenant communities, customers and employees

Total # of users: >**7.6mm**<sup>1</sup>

CapitaStar

app

Best-in-class technologies including data analytics, facial recognition, mobile application, digital signages

Cap/taLano

<sup>1</sup> Combined number of users for CapitaStar app and ASAP app as of 31 Dec 2018, assuming no overlap of users

### Best-In-Class Talent Pool That Will Strengthen CapitaLand's Real Estate Expertise and Capabilities

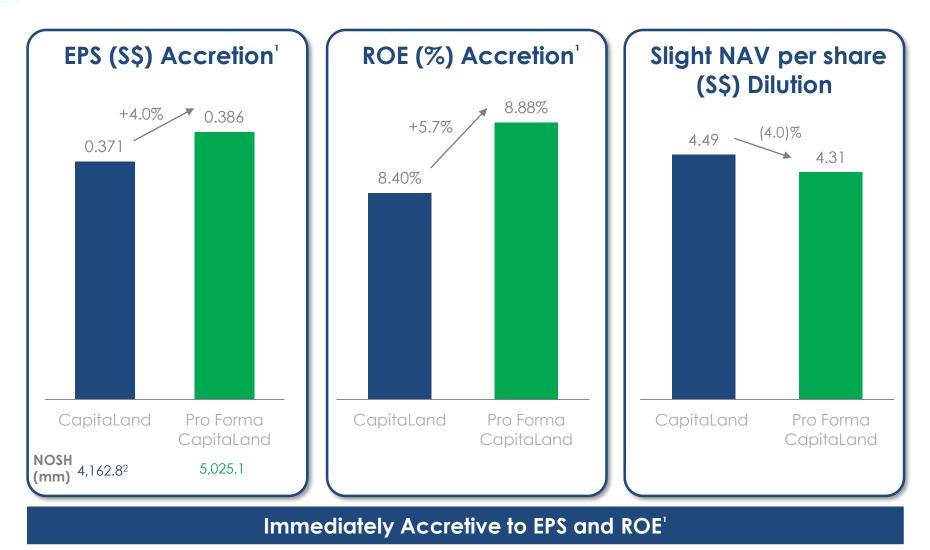




# IV. Pro Forma Financial Impact

Sino-Singapore Guangzhou Knowledge City, Guangzhou, China

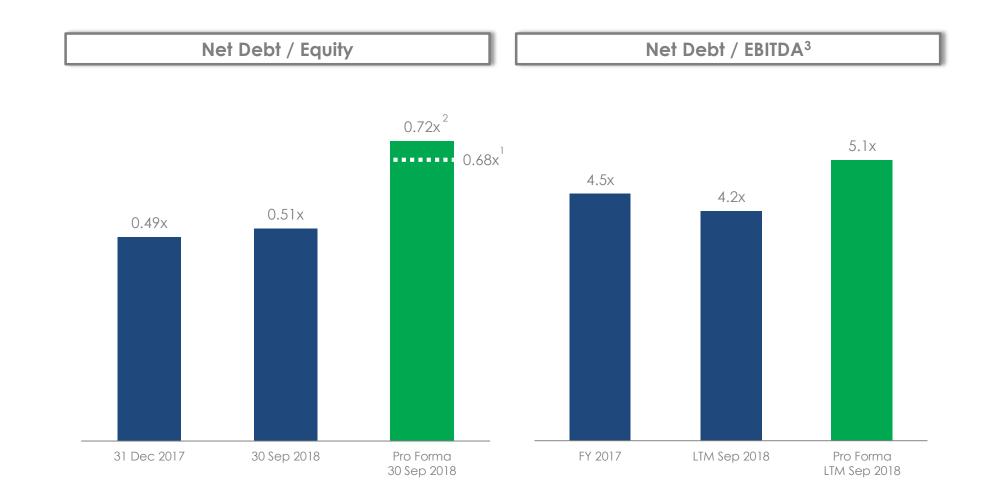
# Financial Impact Highlights



Note: Based on CapitaLand LTM 30 Sep 2018 financials and pro forma for ASB LTM 30 Sep 2018 financials. NOSH stands for Number of Shares Outstanding. <sup>1</sup> Excluding one-off transaction costs; does not include impact of potential synergies <sup>2</sup> As of 30 Sep 2018



# **Key Credits Metrics Remain Robust**



<sup>1</sup> Based on 30 Sep 2018, pro forma for Proposed Transaction

<sup>2</sup> Based on 30 Sep 2018, pro forma for Proposed Transaction, including additional adjustments for CapitaLand's post 30 Sep 2018 acquisitions of US multifamily portfolio, Pearl Bank, mixed development in Seng Kang and H55 in Shanghai
<sup>3</sup> Based on LTM basis



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### Pro Forma Debt Maturity Profile

Acquisition Debt Of \$\$3.0bn Intended To Be Termed Out For A Balanced Maturity Profile



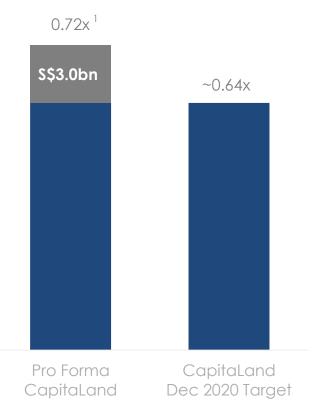
■ CapitaLand ■ ASB ■ Acquisition Debt

Note: Based on CapitaLand's debt maturity profile as of 31 Dec 2018 and ASB's debt maturity profile as of 30 Sep 2018 excluding debt for Sydney office properties 100 Arthur Street and 66 Goulborn which are not part of the Proposed Transaction, and excluding S\$19mm of debt due in 2018 <sup>1</sup> Includes JPY Ioan (equivalent of S\$642mm: S\$222mm due on 21 Dec 2018 and S\$420mm due on 15 Jun 2020) refinanced on 21 Dec 2018 till 21 Dec 2023 <sup>2</sup> Refers to CapitaLand on a standalone basis as of 31 Dec 2018



### Financing The Transaction And Our Deleveraging Plan

Confident Of Achieving Capital Structure Targets Without Constraining New Investments And Dividends



- Consideration mix takes into account target gearing levels and disciplined deleveraging plan
- Intend to finance the cash portion of acquisition (\$\$3.0bn) with debt and other financing alternatives
  - No intention to issue additional new shares to fund the cash portion
- Target to reduce our net D/E to at least 0.64x by Dec 2020
- Deleveraging plan based on
  - Asset recycling (annual target of at least \$\$3bn in gross value)
  - Cash from operations
- No change in our dividend policy



<sup>1</sup>Based on 30 Sep 2018, pro forma for Proposed Transaction, including additional adjustments for CapitaLand's post 30 Sep 2018 acquisitions of US multifamily portfolio, Pearl Bank, mixed development in Seng Kang and H55 in Shanghai

# V. Looking Ahead

2.14

The Interlace, Singapore



- Creation of optimal organisational structure
- Talent development and retention redeploy talent to pursue further growth
- Identify synergies in complementary organisational capabilities for an expanded scope of real estate asset classes
- Merger of information systems and back office integration
- Integration committee
- Aligning of culture and vision

Further Updates To Be Provided In Due Course



# Attracting The Best Talent To Fulfill Our Vision





# Thank You



# Appendix

Abbreviation	Definition	Abbreviation	Definition
APAC	Asia Pacific	Leverage	Net debt / total equity
AUM	Assets under management	LTM	Last twelve months
AUS	Australia	Market cap	Market capitalisation
BT	Business trusts	NAV	Net asset value
B2B2C	Business to business to consumer	NLA	Net lettable area
CBD	Core business district	NOSH	Number of shares outstanding
DM	Developed markets	NTA	Net tangible assets
EGM	Extraordinary general meeting	OOTF	Office Of The Future
EM	Emerging markets	p.a.	Perannum
EPS	Earnings per share	PAT	Profit after tax
FUM	Funds under management	PATMI	Profit after tax and minority interests
FWP	Flexible work place	REIT	Real estate investment trust
GFA	Gross floor area	ROE	Return on equity
ha	Hectares	SG	Singapore
НСМС	Ho Chi Minh City	sqft	Square feet
IP	Investment properties	UK	United Kingdom
IT	Information technology	US	United States
JVs	Joint ventures	VWAP	Volume weighted average price



### Ascendas-Singbridge AUM Adjustments

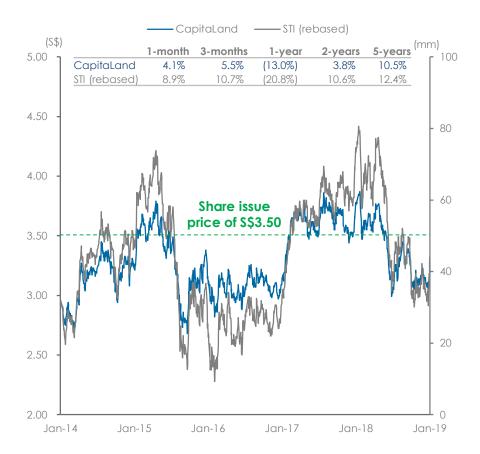
Ascendas-Singbridge's AUM as of 31 Mar 2018 is adjusted for the following subsequent acquisitions and divestments:

- Ascendas-Singbridge
  - Acquisition of 9 Tai Seng Drive, 33 US sub-urban offices and mixed-use executive centre at Rochester Park
  - Divestment of Admirax
  - Excludes Sydney office properties 100 Arthur Street and 66 Goulborn which are not part of the Proposed Transaction
- A-HTRUST
  - Acquisition of Hotel WBF Kitasemba West, Hotel WBF Kitasemba East, Hotel WBF Honmachi and Ibis Ambassador Seoul Insadong
  - Divestment of Novotel Ascendas-Singbridge Sanyuan and Ibis Ascendas-Singbridge Sanyuan
- Ascendas Reit
  - Acquisition of 169-177 Australis Drive, 1314 Ferntree Gully Drive, 38 logistics properties in UK, 1-7 Wayne Goss Drive, and Cargo Business Park
  - Divestment of 41 Changi South Avenue 2 and 30 Old Toh Tuck Road



**CapitaLand Share Price Performance** 

#### Share Price Chart – Last 5 Years



#### **Trading Range**

3.04

6-months

2.99

1-year



3.04

3-months

3.04

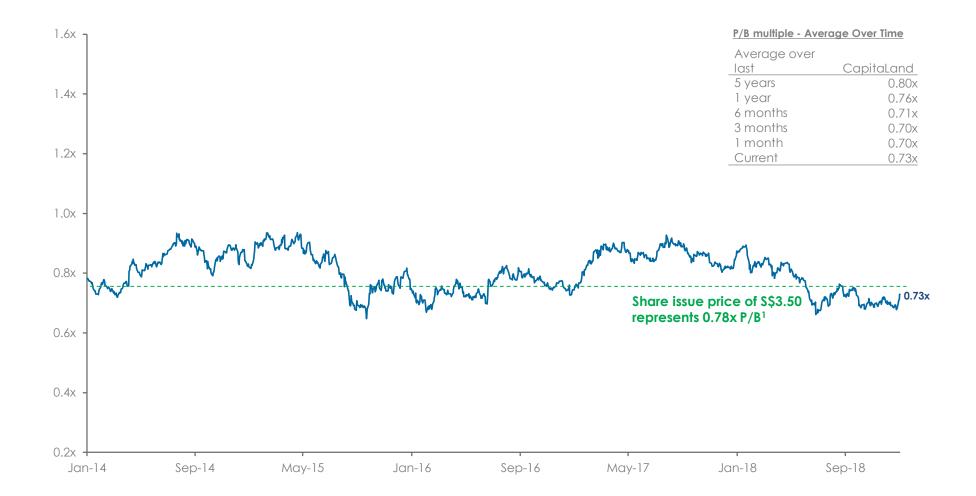
1-month

Cap/taLand

Current

Source: Factset as of 11 Jan 2019

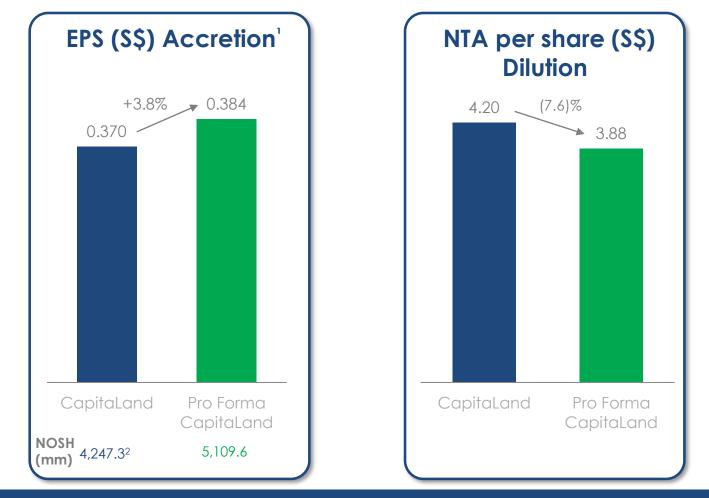






Source: Factset as of 11 Jan 2019 <sup>1</sup> Based on book value per share of \$\$4.49 as at 30 Sep 18

## 崖 Financial Impact Highlights (31 Dec 2017 Basis)



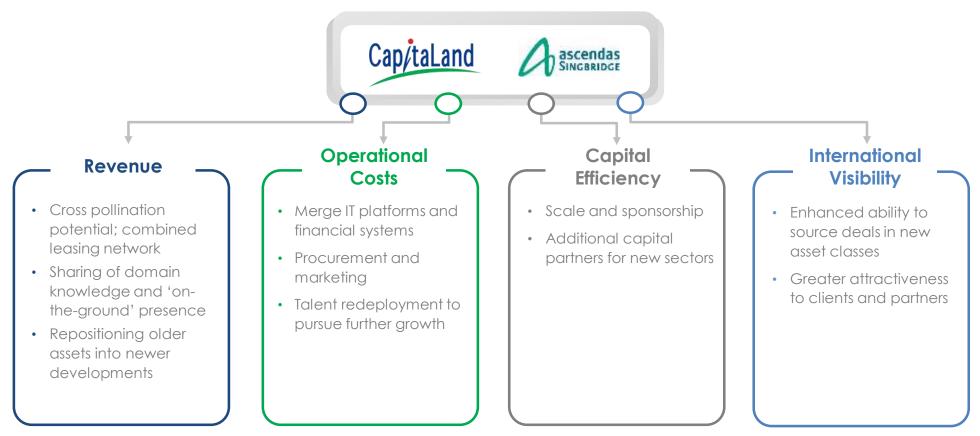
### Immediately Accretive to EPS and ROE'

Note: Based on CapitaLand LTM 31 Dec 2017 financials and pro forma for ASB LTM 30 Sep 2018 financials <sup>1</sup> Excluding one-off transaction costs and does not include impact of potential synergies (EPS would be \$\$0.374 if one-off transaction costs are included) <sup>2</sup> As of 31 Dec 17



### Enhanced Customer Connectivity Through Platform Synergies And Scale

Cross-Selling, Greater Visibility And Competitiveness





### Ascendas-Singbridge Selected Prime Projects

### Galaxis, Singapore

ASB Tower, Singapore (CPF Building)

IT Park Pune, India



 Includes retail, office and work-officehome-office business space, with market value of ~\$\$544mm



- Prime CBD commercial development will inject a fresh supply of innovative, quality work spaces that will cater to the evolving needs of new generation business owners
- Estimated gross development cost of \$\$1bn



- Award-winning IT Park
- Will offer **2.2mm square feet of premium office space** when fully completed with amenities



### Ascendas-Singbridge | Singapore Portfolio



- AUM: \$\$11.1bn<sup>1</sup>
- ASB is headquartered in Singapore



### Ascendas-Singbridge | China Portfolio



- AUM: S\$4.0bn<sup>1</sup>
- Presence across 9 key cities



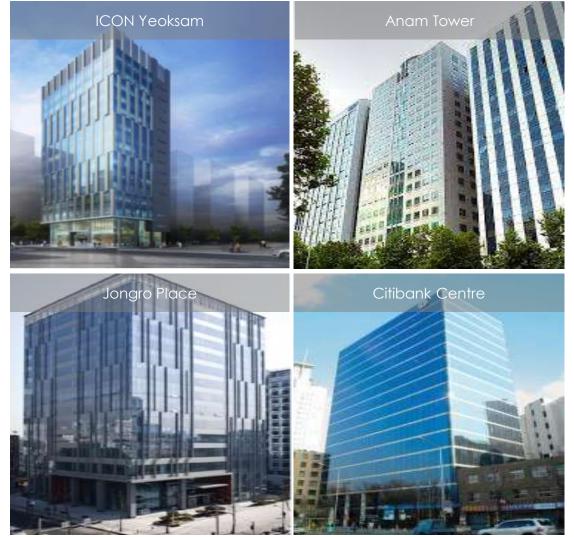
### Ascendas-Singbridge | India Portfolio



- AUM: \$\$2.6bn<sup>1</sup>
- Presence across 6 key cities



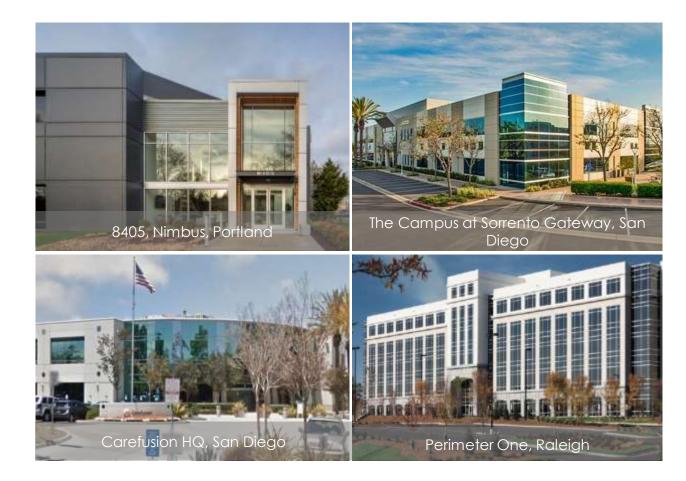
### Ascendas-Singbridge | Korea Portfolio



- AUM: \$\$0.9bn1
- Held and managed by A-HTRUST and private funds



## 💪 Ascendas-Singbridge | United States Portfolio



- AUM: S\$1.2bn<sup>1</sup>
- Acquisition of 33 highquality sub-urban offices in Sep 2018
- Presence across
   3 cities: Portland,
   Raleigh and San Diego



### Ascendas-Singbridge | Southeast Asia Portfolio



- Malaysia (Johor): Nusajaya Tech Park, a 210-ha industrial park
- Vietnam (Ho Chi Minh City): OneHub Saigon, a 12-ha integrated business park
- Indonesia (Jakarta): One Parc Puri, a
  9.7-ha mixed-use development

