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;

Export XML

(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 estate-related 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'').

Export XML

## Part I - General

1. Name of Listed Issuer:

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

3. Is more than one Substantial Shareholder/Unitholder giving notice in this form?

- ☐ No *(Please proceed to complete Part II)*
- ☑ Yes *(Please proceed to complete Parts III & IV)*

4. Date of notification to Listed Issuer:

25-Nov-2015

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

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

Substantial Shareholder/Unitholder A

1. Name of Substantial Shareholder/Unitholder:

CapitaLand 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:

24-Nov-2015

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*):

24-Nov-2015

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 | 319,602,391 | 319,602,391 |
| As a percentage of total no. of voting shares/ units: | 0 | 37.9476 | 37.9476 |
| *Immediately after the transaction* | *Direct Interest* | *Deemed Interest* | *Total* |
| No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures : | 0 | 320,637,682 | 320,637,682 |
| As a percentage of total no. of voting shares/ units: | 0 | 38.0238 | 38.0238 |

8. Circumstances giving rise to deemed interests (*if the interest is such*):
*[You may attach a chart in item 10 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises]*

CapitaLand Limited ("CL")'s deemed interest in the 320,637,682 units in CapitaLand Retail China Trust ("CRCT") arises through its wholly owned subsidiary, CapitaLand Mall Asia Limited ("CMA"). CMA in turn has a deemed interest in the 320,637,682 units in CRCT through its subsidiaries and associate which are unitholders of CRCT.

Please refer to the chart attached at item 10 below for details.

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]*

CMA is 65.33% directly owned by CL and 34.67% directly owned by Sound Investment Holdings Pte. Ltd., which in turn is a direct wholly owned subsidiary of CL.

10. Attachments (*if any*):

*(The total file size for all attachment(s) should not exceed 1MB.)*

11. If this is a **replacement** of an earlier notification, please provide:

(a) SGXNet announcement reference of the **first** 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. Remarks (*if any*):

In relation to item 7 of Part III, the percentage of total no. of voting units "Immediately before the transaction" is calculated based on 842,220,864 units in CRCT as at 28 September 2015, and the percentage of total no. of voting units "Immediately after the transaction" is calculated based on 843,256,155 units in CRCT as at 24 November 2015.

Substantial Shareholder/Unitholder B

1. Name of Substantial Shareholder/Unitholder:

CapitaLand Mall Asia 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:

24-Nov-2015

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*):

24-Nov-2015

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 | 319,602,391 | 319,602,391 |
| As a percentage of total no. of voting shares/ units: | 0 | 37.9476 | 37.9476 |
| *Immediately after the transaction* | *Direct Interest* | *Deemed Interest* | *Total* |
| No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures : | 0 | 320,637,682 | 320,637,682 |
| As a percentage of total no. of voting shares/ units: | 0 | 38.0238 | 38.0238 |

8. Circumstances giving rise to deemed interests (*if the interest is such*):
*[You may attach a chart in item 10 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises]*

CapitaLand Mall Asia Limited ("CMA")'s deemed interest in the 320,637,682 units in CapitaLand Retail China Trust ("CRCT") arises through its wholly owned subsidiaries and associate which are unitholders of CRCT.

Please refer to the chart attached at item 10 below for details.

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]*

CMA is 65.33% directly owned by CapitaLand Limited ("CL") and 34.67% directly owned by Sound Investment Holdings Pte. Ltd., which in turn is a direct wholly owned subsidiary of CL.

10. Attachments (*if any*):

*(The total file size for all attachment(s) should not exceed 1MB.)*

11. If this is a **replacement** of an earlier notification, please provide:

(a) SGXNet announcement reference of the **first** 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. Remarks (*if any*):

In relation to item 7 of Part III, the percentage of total no. of voting units "Immediately before the transaction" is calculated based on 842,220,864 units in CRCT as at 28 September 2015, and the percentage of total no. of voting units "Immediately after the transaction" is calculated based on 843,256,155 units in CRCT as at 24 November 2015.

## Part IV - Transaction details

1. Type of securities which are the subject of the transaction *(more than one option may be chosen):*

- [x] Voting shares/units
- [ ] Rights/Options/Warrants over voting shares/units
- [ ] Convertible debentures over voting shares/units (*conversion price known*)
- [ ] Others (*please specify*):

2. Number of shares, units, rights, options, warrants and/or principal amount of convertible debentures acquired or disposed of by Substantial Shareholders/Unitholders:

1,035,291 units

3. Amount of consideration paid or received by Substantial Shareholders/Unitholders (*excluding brokerage and stamp duties*):

S$1.3647 per unit

4. 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*):

- [x] Others (*please specify*):

Issue of 1,035,291 units in CapitaLand Retail China Trust ("CRCT") at an issue price of S$1.3647 per unit to CapitaLand Retail China Trust Management Limited, the manager of CRCT, as payment of the performance component of the Management Fee (as defined in the deed of trust dated 23 October 2006 constituting CRCT (as amended)) for the period from 1 July 2015 to 30 September 2015 (both dates inclusive).

*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:

(a) Name of Individual:

Michelle Koh

(b) Designation (*if applicable*):

Company Secretary

(c) Name of entity (*if applicable*):

CapitaLand Limited

*Transaction Reference Number (auto-generated):*

| | | | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 5 | 0 | 0 | 4 | 3 | 1 | 2 | 4 | 3 | 1 | 1 | 1 | 9 | 7 | 3 |